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D&C  
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RICHARD A. MILLER  
OF COUNSEL

JOHN C. DENT, JR.  
JOHN F. COOK  
SHERRI L. JOHNSON  
JOE D. DINGESS

September 25, 2000

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

600003406796-1  
-09/27/00-01077-014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Arts Within, Inc.  
Our File No: A53-4950

Dear Sir or Madam:

Enclosed please find the Articles of Amendment of the Articles of Incorporation of Arts Within, Inc. for filing.

Also, enclosed is our firm's check in the amount of \$35.00 for filing fees.

Very truly yours,



Sherri L. Johnson

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 27 AM 9:46

SLJ:mi

Enclosures

NAA53-4950\LTR - SECRETARY OF STATE - AMENDED ARTICLES (SLJ).doc

Amend

VB 10/5/00

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF  
ARTS WITHIN, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 SEP 27 AM 9:46

The undersigned officer of the corporation described herein hereby submits the following amendment to the corporation's Articles of Incorporation:

Article II was amended to state:

The address of the principal office of the corporation as well as the mailing address of the corporation is:

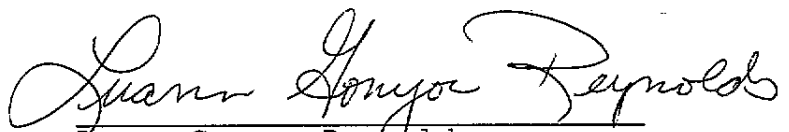
3900 Clark Road, Bldg. M, Unit 4  
Sarasota, Florida 34233

The date of adoption of the amendment was September 25, 2000.

The amendment was adopted by the board of directors. Shareholder action was not required.

The manner of the adoption of the article of amendment and the vote by which it was adopted constitute full legal compliance with the provisions of applicable law, the corporation's articles of incorporation, and the corporation's bylaws.

I hereby verify subject to the penalties of perjury that the statements contained herein are true this 25th day of September, 2000.

  
Luann Gonyou-Reynolds  
President/Director