

MCDONALD, FLEMING, MOORHEAD, FERGUSON, GREEN & SMITH, LLP

ATTORNEYS AT LAW
4300 BAYOU BOULEVARD, SUITE 13
PENSACOLA, FLORIDA 32503-2671

SUZANNE BLANKENSHIP+
MICHAEL L. FERGUSON*†
EDWARD P. FLEMING
WILLIAM J. GREEN
BRUCE A. MCDONALD*
STEPHEN R. MOORHEAD**
J. D. SMITH*
PAUL WILSON+

TELEPHONE (850) 477-0660
FACSIMILE (850) 477-4510
www.pensacolalaw.com

+Also Admitted in Alabama
**Board Certified Real Estate
*Board Certified Business Litigation
☆Brigadier General, U.S. Army (Ret.)
and af2 Legal Consultant
† Also Admitted in District of Columbia

REPLY TO: MICHAEL L. FERGUSON
bmf@haelferguson@dotstar.net

PO00000108027

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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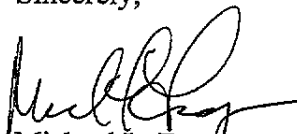
Re: The Black Apple, Inc.

Dear Madam or Sir:

Enclosed for filing are the original and one copy of the Articles of Amendment to Articles of Incorporation for The Black Apple, Inc. Please file these Articles and return a file stamped copy to me for my records. My firm check for \$35.00 is also enclosed for your filing fee.

If you have any questions regarding this matter, please feel free to call me.

Sincerely,


Michael L. Ferguson

MLF/sew

Enclosures

FILED
01 JAN 11 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend

T BROWN JAN 16 2001

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE BLACK APPLE, INC.**

FILED
01 JAN 11 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, pursuant to provisions of Section 607.1006, Florida Statutes, adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I.- NAME AND ADDRESS: The name of this corporation is The Black Apple, Inc. The principal office/mailling address of the corporation is 961 Vestavia Way, Gulf Breeze, Florida 32561.

ARTICLE VI - INITIAL BOARD OF DIRECTORS: The number of directors constituting the initial board of directors is two (2). The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than (1).

The name and address of the initial directors of this corporation are:

NAME

ADDRESS

Robert B. Fattahi

961 Vestavia Way
Gulf Breeze, Florida 32561

Kurt A. Krueger

11 Sugar Bowl Lane
Pensacola Beach, Florida 32561

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are:

NAME

ADDRESS

Robert B. Fattahi


961 Vestavia Way
Gulf Breeze, Florida 32561

The amendment was approved and adopted by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 8th day of January, 2001.

THE BLACK APPLE, INC

By:


ROBERT B. FATTABI

Its:

President