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GAIL HENLEY, INC.
6163 ALPENROSE AVE.
JACKSONVILLE, FL 32256

OCTOBER 19, 2001

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-11/07/01-01081-009
*****35.00 *****35.00

DEAR SECRETARY OF STATE:

PLEASE FIND ENCLOSED TWO COPIES OF ARTICLES OF AMENDMENT FOR GAIL HENLEY, INC. AND A CHECK FOR \$35.00. PLEASE STAMP ONE OF THE COPIES OF THE ARTICLES OF AMENDMENT WITH A FILED DATE STAMP AND RETURN IT TO THE ADDRESS LISTED ABOVE. IF YOU HAVE ANY QUESTIONS YOU CAN CONTACT MY ACCOUNTANT, DIANA LEBEAU, AT 904-317-4784.

SINCERELY,



GAIL HENLEY
PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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m/abg

ARTICLES OF AMENDMENT

OF GAIL HENLEY, INC.

The undersigned, being the sole Shareholder and Director of GAIL HENLEY, INC. and entitled to vote with respect thereto, and in the case of the shareholder, being the holder of all issued and outstanding shares, hereby consents to, authorizes, and adopts the following Amendment to the Articles of Incorporation and that the Articles of Incorporation of GAIL HENLEY, INC., a Florida corporation, are hereby amended to read as follows:

The undersigned natural persons, each of whom is licensed or otherwise legally authorized to perform the service of real estate agent in the State of Florida, hereby associate themselves with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act, Florida Statutes Chapter 621, and hereby adopt the following articles of incorporation for such corporation:

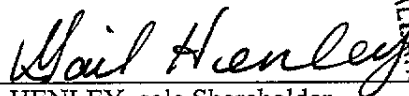
**ARTICLE I.
NAME**

The name of the corporation is GAIL HENLEY, P.A.

**ARTICLE III.
PURPOSE**

The professional service corporation is formed to engage in every phase and aspect of the selling of real estate to the public. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and own real and personal property necessary for the rendering of professional services.

IN WITNESS HEREOF, I, the undersigned Shareholder and Director of this corporation, have executed these Articles of Amendment at Jacksonville, Florida on this 19th day of October, 2001.



GAIL HENLEY, sole Shareholder
and Director of Gail Henley, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA