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SECRETARY OF STATE
DIVISION OF CORPORATIONS
OCT 18 AM 9:38

October 15, 2001

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation - Two Hearts, Inc.

Dear Sir:

Enclosed please find one original and one copy of Amendment to Articles of Incorporation for the above corporation.

Also find enclosed our check in the amount of \$ 35.00 to cover the filing fee costs. Please mail the papers to the following address:

Two Hearts, Inc.
8856 Marlee Road
Jacksonville, Florida 32222

Your assistance is greatly appreciated.

Very truly yours,

Arnold Feliciano

Amend.

V SHEPARD OCT 23 2001

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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TWO HEARTS, INC.

Pursuant to the provisions of section 607.1006, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Articles IX and X, as per attachments

SECOND: The date of adoption of the amendment(s) was:
July 31, 2001

THIRD: Adoption of Amendments (CHECK ONE)

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

_____ The amendments were approved by the shareholders
through voting groups.

_____ The amendments were adopted by the board of
directors without shareholder action and shareholder
action was not required.

_____ The amendments were adopted by the incorporators
without shareholder action and shareholder action
was not required.

Dated OCT 15, 20 01

TWO HEARTS, INC.
Corporation Name

By [Signature]
(Chairman, Vice Chairman, President or other officer)

ARNOLD FELICIANO
Typed or printed name

VICE-PRESIDENT
Title

TWO HEARTS, INC.**ARTICLE IX - SHALL BE AMENDED AS FOLLOWS:**

Directors. The names and street addresses of the members of the Board of Directors, who shall hold office to the annual meeting, or until their successors are elected and have qualified, are as follows:

RODOLFO FELICIANO	8856 MARLEE ROAD JACKSONVILLE, FLORIDA 32222
ROSITA FELICIANO	8856 MARLEE ROAD JACKSONVILLE, FLORIDA 32222
ARNOLD FELICIANO	1750 DEBBIE LANE ORANGE PARK, FLORIDA 32073
ALVIN FELICIANO	8856 MARLEE ROAD JACKSONVILLE, FLORIDA 32222

ARTICLE X - SHALL BE AMENDED AS FOLLOWS:

Officers. The following shall hold office until their successors shall be regularly elected and shall be qualified:

<u>NAME</u>	<u>ADDRESS</u>
RODOLFO FELICIANO - PRES.	8856 MARLEE ROAD JACKSONVILLE, FLORIDA 32222
ARNOLD FELICIANO - VICE-PRES.	1750 DEBBIE LANE ORANGE PARK, FLORIDA 32073
ROSITA FELICIANO - SEC.	8856 MARLEE ROAD JACKSONVILLE, FLORIDA 32222
ALVIN FELICIANO - TREAS.	8856 MARLEE ROAD JACKSONVILLE, FLORIDA 32222

These resolutions are effective as of July 31, 2001.


Arnold Feliciano

10/15/01
Date