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PLEASE REPLY TO:  
POST OFFICE BOX 1280  
FERNANDINA BEACH, FL 32035-1280

PHONE 904-261-0742  
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August 22, 2001

Division of Corporations  
DEPARTMENT: AMENDMENTS  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: BEACH COTTAGE CLOTHING, INC.

To Whom It May Concern:

Enclosed are:

1. Our check in the amount of \$35.00; and
2. Original and one copy of the Articles of Amendment of the Articles of Incorporation for the above referenced corporation.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Amend  
8-30-01  
AKS

Sincerely yours,

  
Carol Ann Freehafer

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

enclosures

ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION  
to Beach Cottage Clothing, Inc.

Pursuant to the provisions of FSA § 607.1006, this Corporation adopts the following articles of amendment to its articles of incorporation:

1. The number and names of the directors of the corporation before amendment: 5

David E. James  
Susan E. James  
Craig Nelson  
Judy J. Nelson  
Ann J. Branscome

2. The number and names of the directors of the corporation after amendment: 4

Judy J. Nelson  
Susan E. James  
David E. James  
Craig Nelson

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3. The text of each amendment as adopted is as follows:

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of four (4) directors whose names and addresses are as follows:

JUDY J. NELSON  
2786 Jean Lafitte Drive  
Fernandina Beach, FL 32034

SUSAN E. JAMES  
2809 Ocean Drive  
Fernandina Beach, FL 32034

CRAIG NELSON  
2786 Jean Lafitte Drive  
Fernandina Beach, FL 32034

DAVID E. JAMES  
2809 Ocean Drive  
Fernandina Beach, FL 32034

4. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the text of the amendment itself, are as follows:

NONE.


5. The date of adoption of each amendment was: August 8, 2001.

6. Each amendment was adopted by:

The incorporator. Shareholder action was not required.

7. These amendments will be effective upon filing

Date: August 8, 2001

  
CAROL ANN FREEHAFFER, Incorporator