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April 26, 2002

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Via Federal Express

Re: Crew Cuts Lawn & Maintenance of the Palm Beaches, Inc.
2002 Uniform Business Report
Our file no. 1367-00

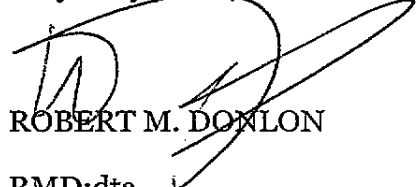
Dear Sir or Madam:

On behalf of the Corporation, Crew Cuts Lawn & Maintenance of the Palm Beaches, Inc., I have enclosed herewith the Articles of Amendment, together with your filing fee of \$35.00.

Kindly accept the Articles of Amendment for filing.

Thank you for your attention to this matter.

Very truly yours,


ROBERT M. DONLON

RMD:dta
Enclosure

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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
OF
CREW CUTS LAWN & MAINTENANCE
OF THE PALM BEACHES, INC.

PREAMBLE

I, the undersigned, being the sole Incorporator of Crew Cuts Lawn & Maintenance of the Palm Beaches, Inc., and pursuant to Florida Statute Section 607.1005, file herewith these Articles of Amendment as follows:

ARTICLE I

NAME

The name of this Corporation is:

CREW CUTS LAWN & MAINTENANCE OF THE PALM BEACHES, INC.

ARTICLE II

TEXT OF AMENDMENT ADOPTED

The Articles of Incorporation are amended as follows:

"ARTICLE VIII

DIRECTORS

(1) The business of this Corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws of the Corporation.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or

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TALLAHASSEE, FLORIDA

Committee by means of a conference telephone or similar communication equipment if used so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the Board of Directors of this Corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
John E. Carroll	3794 Moon Bay Circle Wellington, FL 33414
Betsy Shendell	12263 Lacewood Lane Wellington, FL 33414"

ARTICLE III

ISSUED SHARES

At the time of the adoption of these Articles of Amendment, there are no issued shares and therefore, the amendment does not provide for an exchange, reclassification or cancellation of issued shares.

ARTICLE IV

DATE OF ADOPTION

The Articles of Amendment have been adopted as of April 25, 2002.


ARTICLE V

NO SHAREHOLDER ACTION

The Articles of Amendment was adopted by the sole Incorporator without shareholder action. No shareholder action was required since no shares have been issued at the time of the adoption of the Articles of Amendment. The Incorporator has

the authority pursuant to Florida Statute Section 607.1005 to amend the Articles of Incorporation when the Corporation has not yet issued shares.


IN WITNESS WHEREOF, I have set forth my hand and seal this 25th day of April, 2002.


Robert M. Donlon as Sole
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Robert M. Donlon, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Palm Beach Gardens, in said County and State, this 25th day of April, 2002.


Notary Public, State of Florida
My commission expires:

