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TALLAHASSEE, FL 32399

Amend
T. Lewis 2/24/04

Bayway Limited, Inc.

840 Pinellas Bayway
Tierra Verde, FL 33715
(727) 867-6384
SANFORD KATZ, PRESIDENT

February 15, 2004

**Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314**

Dear Sir or Madam:

Enclosed please find one original and one copy of the Articles of Amendment for Bayway Limited, Inc. Also enclosed please find payment as follows:

PROFIT, NON-PROFIT, AND TRADEMARKS

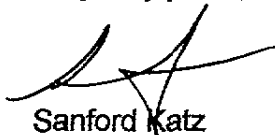
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Please file and provide a certified copy to me at the address listed above.

Thank you for your cooperation in this matter.

Very truly yours,



Sanford Katz

Enc.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAYWAY LIMITED INC.**

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TALLAHASSEE, FLORIDA

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PURSUANT to the provisions of F.S. § 607.1006 this for-profit Florida Corporation adopts the following amendments to its Articles of Incorporation:

As to Article VI – the names, addresses and percentages of ownership are amended as follows:

P/T	Sanford Katz 840 Pinellas Bayway Tierra Verde, FL 33715	Forty Percent (40%)
VP	Scott Cramer 780 COLUMBUS DR. Tierra Verde, FL 33715	Ten Percent (10%)
S	Barbara Katz 840 Pinellas Bayway Tierra Verde, FL 33715	Forty Percent (40%)

The date of this amendment's adoption was FEB 16, 2004, effective immediately.

The amendment was approved by the shareholders. The number of votes cast for the amendment by the shareholders was sufficient for approval

Signed this 16 day of FEB, 2004.

Signature: 
Sanford Katz, President/Treasurer