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BASIC AMENDMENT
SHERO'S INN CORPORATION

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

Amendment
11/27/01 DC

H01000 1147864

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SHERO'S INN CORPORATION**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed on August 21, 2001, under Document Number P01000082624.

1. The following amendment of the Articles of Incorporation was adopted by the corporation:

ARTICLE VI is amended to read as follows:

DIRECTORS

This corporation shall have not less than 1 nor more than 5 directors, as set forth in the ByLaws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, ByLaws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

Name	Street Address
Susan Smith	717 N.W. 40 th Terrace Deerfield Beach, FL 33442

2. The amendment was adopted unanimously by the Board of Directors with no Shareholder approval required on the 18th day of September, 2001.

IN WITNESS WHEREOF, I hereby set my hand and seal this 27 day of September, 2001.

SHERO'S INN CORPORATION

By: Susan Smith
SUSAN SMITH, President and Sole Director

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STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME personally appeared SUSAN SMITH, known to me to be the person described in and who executed the foregoing Articles of Amendment to Articles of Incorporation, as President and sole Director of SHERO'S INN CORPORATION, and acknowledged to me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of September, 2001 in the aforesaid County and State.


NOTARY PUBLIC



Brittney Christian
Commission # GC 900809
Expires Feb. 25, 2004
Bounded Thru
Atlantic Bonding Co., Inc.

My commission expires:

H010001167864