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TRANSMITTAL LETTER

FILED
02 JUL 15 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 9, 2002

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-07/15/02--01076--002
*****43.75 *****43.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 34314

Amend

SUBJECT: Professional Image Executives, Inc.

RE: Articles of Amendment

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation and a check in the amount of \$ 43.75 for:

Filing Fee - Articles of Amendment	\$ 35.00
Certificate	<u>8.75</u>
Total	\$ 43.75

FROM: **PADGETT BUSINESS SERVICES**
31 WEST TARPON AVENUE
TARPON SPRINGS, FL 34689
(727) 934-7759

AKR
7/19/02

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Professional Image Executives, Inc.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1106, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

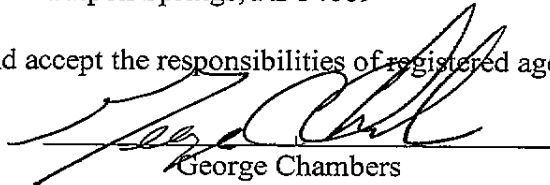
FIRST: Amendment adopted:

ARTICLE V: **Registered Agent**

The new registered agent is: George Chambers
The new registered office is: 210 South Pinellas Avenue, #158
Tarpon Springs, FL 34689

I certify that I am familiar with and accept the responsibilities of registered agent.

New registered agent signature:


George Chambers

SECOND: Amendment adopted:

ARTICLE VII: **New Officers Elected**

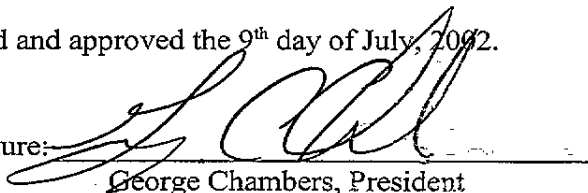
The new Director and President is: George Chambers
39 Baywood Drive
Palm Harbor, FL 34683

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

FOURTH: The effective date of these amendments are July 9, 2002.

Signed and approved the 9th day of July, 2002.

Signature:


George Chambers, President