

PDA000010788

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Naked Truth III Mega
Center, Inc

700005369127--8

-04/29/02--01035--018

*****43.75 *****43.75

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
☒ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
☒ Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File Amendment
UCC 11 Search SP
UCC 11 Retrieval 5/23/02
Courier _____

RECEIVED
02 APR 29 PM 11:54
TALLAHASSEE, FLORIDA

FILED
02 MAY 23 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rejected document
returned by Mr.
Feingold-
Correspondence
directly to him.
(98)

Signature _____

Requested by AW

Name _____

Date 4/29

Time _____

Walk-In _____

Will Pick Up _____

Law Offices
Laurence Feingold
Professional Association

Murray B. Weil, Jr.
of Counsel

Admitted in Florida & Massachusetts

S. David Sheffman, J.D., LL.B.
Attorney/Mediator

May 20, 2002

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Naked Truth III Mega Center, Inc.
Ref. Number: P02000010788

Dear Ms. Payne:

Enclosed please find the following:

1. Your letter of April 29th, 2002 acknowledging your hold our \$43.75 and returning documents.
2. Revised Articles of Amendment.

If the attached is satisfactory please file the revised Articles of Amendment and send me a certified copy.

Thank you for your consideration.

Sincerely,

Laurence Feingold, P.A.

Laurence Feingold, Esquire

LF:jlh

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 29, 2002

Capital Connection, Inc.

Tallahassee, FL

SUBJECT: THE NAKED TRUTH III MEGA CENTER, INC.
Ref. Number: P02000010788

We have received your document for THE NAKED TRUTH III MEGA CENTER, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 402A00026178

RECEIVED
02 MAY 23 AM 10:10
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF THE NAKED TRUTH III MEGA CENTER, INC.

Date of Incorporation : January 20th, 2002.
Document Number : _____
New Address of Agent : Laurence Feingold, Esquire
407 Lincoln Road, Suite 708
Miami Beach, Florida 33139

FILED
02 MAY 23 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SECOND, wherein the following was stated,

"SECOND: The address of the principal office of the Corporation is unknown; however, the mailing address of the Corporation is PO Box 600429, North Miami Beach, Florida 33160."

is hereby deleted in its entirety and in its place and stead the following amendment shall be added:

"SECOND: The address of the principal office of the corporation is 407 Lincoln Road, Suite 708, Miami Beach, Florida 33139."

ARTICLE FOURTH, wherein the following was stated:

"FOURTH: The street address of the initial registered office of the Corporation is: 1820 N.E. 163rd Street, North Miami Beach, Florida 33162, and the registered agent at that address is LEONARD E. ZEDECK"

is hereby deleted in its entirety and in its place and stead the following amendment shall be added:

"FOURTH: The registered office of the corporation is: 407 Lincoln Road, Suite 708, Miami Beach, Florida 33139 and the resident agent at that address is Laurence Feingold, Esquire."

ARTICLE SEVENTH, wherein the following was stated:

"SEVENTH: The Corporation shall have one director initially and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is:

MICHAEL BILOTTI, President
20600 NW 2nd Avenue
Miami, FL"

is hereby deleted in its entirety and in its place and stead the following amendment shall be added:

"SEVENTH: The name and address of the successor to the initial Director shall be:

MICHAEL PULWER
1019 Fifth Street
Miami Beach, Florida 33139."

The adoptions of amendments herein were approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval.

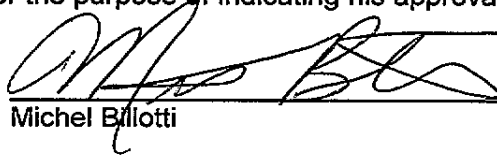
On this the 27th day of March, 2002.



Michael Pulwer

Consent and Joinder

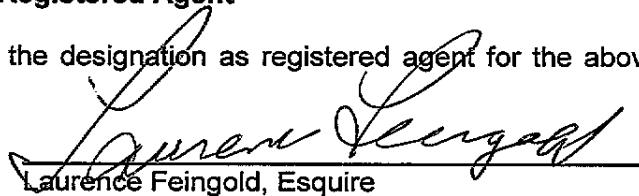
The undersigned being the initial incorporator who has now resigned his entire interest hereby joins in the above amendment solely and entirely for the purpose of indicating his approval.



Michel Bilotti

Acceptance of Registered Agent

I, LAURENCE FEINGOLD, ESQ., accept the designation as registered agent for the above corporation.


Laurence Feingold, Esquire