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C. Coulliette OCT 31 2002



ACCOUNT NO. : 072100000032
REFERENCE : 803082 7200721
AUTHORIZATION : *Patricia Pujate*
COST LIMIT : \$ 35.00

ORDER DATE : October 31, 2002
ORDER TIME : 1:32 PM
ORDER NO. : 803082-005
CUSTOMER NO: 7200721
CUSTOMER: Scott L. Glazier, Esq
Glazier & Glazier, P.a.
8825 Perimeter Park Blvd.
Suite 504
Jacksonville, FL 32216

DOMESTIC AMENDMENT FILING

NAME: CHERISHED OCCASIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons -- EXT# 1139

EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT
OF
CHERISHED OCCASIONS, INC.**

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1005, to reflect an amendment to the Articles of Incorporation of CHERISHED OCCASIONS, INC. (the "Corporation"), and in connection therewith, the undersigned, being the sole incorporator of the Corporation, hereby set forth as follows:

1. The name of this Corporation is CHERISHED OCCASIONS, INC.
2. The Articles of Incorporation of CHERISHED OCCASIONS, INC. have been amended by deleting Article IV in its entirety and by substituting in lieu thereof the following Article:

"Article IV

The authorized capital of the Corporation shall be ten thousand (10,000) shares of common stock having a par value of \$1.00 per share."

3. The Articles of Incorporation of CHERISHED OCCASIONS, INC. have been amended by adding a new Article VIII as follows:

"Article VIII

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders. The names and street addresses of the members of the Board of Directors are:

Christina L. Thompson
19990 Beaulieu Ct.
Ft. Myers, FL 33908

Judith Wilkinson
19991 Beaulieu Ct.
Ft. Myers, FL 33908"

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4. In accordance with Florida Statute Section 607.1005, the referred to amendments were adopted by the sole incorporator of the Corporation on August 12, 2002, prior to which time there were no shares of the common capital stock of the Corporation issued and outstanding. Therefore, shareholder consent was not required.

5. The above referred to amendments shall become effective upon filing by the Department of State and the Articles of Incorporation of CHERISHED OCCASIONS, INC. shall be deemed to be amended accordingly.

DATED this 21 day of August, 2002.


CHRISTINA L. THOMPSON

"Incorporator"