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SECRETARY
FALLMONT, VT

Amend.

G. Conillon NOV 18 2004



Newman & Company, P.A.

Certified Public Accountants

3535 First Avenue North

St. Petersburg, Florida 33713

(727) 327-6608 • Fax 327-4463

November 8, 2004

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 323314

Re: SPIN Inn The Weeds, Inc.
Articles of Amendment

To whom it may concern:

Enclosed are the articles of amendment for the above named corporation along with a check for \$35 payable to "Department of State" to cover the filing fee.

If you have any questions please call Keith Newman at (727) 327-6608.

Sincerely,

A handwritten signature in black ink, appearing to read "Keith Newman".

Keith Newman

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPIN Inn The Weeds, Inc.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted to Article VII, that the Corporation is removing Robert J. Ieva as an officer and director.


The officers and directors now consist of the following:

Director: Patricia S. Sebok
President: Patricia S. Sebok
Secretary: Patricia S. Sebok
Treasurer: Patricia S. Sebok

SECOND: The date of the adoption of this amendment is October 1, 2004.

THIRD: The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Amendment this ____ 1st ____ day of October 2004.


Patricia S. Sebok, President/Director

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TALLAHASSEE, FLORIDA