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DEPT. OF STATE
ALLAHASSEE, FLORIDA

PAUL A. MORAN, p.a.
Attorney and Counselor at Law
46 N. Washington Blvd., Suite 25A
Sarasota, FL 34236
(941) 955-1717
Telecopier (941) 364-9898
PAMoranEsq@aol.com

November 18, 2002

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Abhaya, Inc.

Dear Sir/Madam:

Please find enclosed original Articles of Amendment and a check for \$35.00 to cover the cost of filing same.

Thank you.

Sincerely,



Karen Maiden, Secretary to
PAUL A. MORAN

/km
Enclosure

ARTICLES OF AMENDMENT
OF
ABHAYA, INC.

FILED

02 NOV 20 AM 11:04

NAME

The name of the Corporation is ABHAYA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT

Paragraph 7, **DIRECTORS**, is hereby deleted in its entirety and replaced with the following:

This corporation shall have two directors initially. The number shall be fixed by the by-laws and may be changed from time to time. The name and address of each member of the first board of directors is:

Cheryl Timmins
1826 Alta Vista St.
Sarasota, FL 34236

Terry Wagner
1919 Morrill St.
Sarasota, FL 34236

IN WITNESS WHEREOF, the Directors and all shareholders of the Corporation have adopted and subscribed their names the 14th day of November, 2002

Cheryl Timmins
Cheryl Timmins, Director and Shareholder

Terry Wagner
Terry Wagner, Director and Shareholder

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and subscribed before me this 14th day of November, 2002, by CHERYL TIMMINS, who is personally known to me or who has produced Fla. S.C. as identification.

Karen M. Lamotte
Notary Public

My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA



Karen M. Lamotte
Commission # CC 828229
Expires June 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

SWORN TO and subscribed before me this 14th day of November, 2002, by TERRY WAGNER, who is personally known to me or who has produced Fla. S.C. as identification.

Karen M. Lamotte
Notary Public

My Commission Expires:



Karen M. Lamotte
Commission # CC 828229
Expires June 6, 2003
Bonded Thru
Atlantic Bonding Co., Inc.