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ALLAHASSEE, FLORIDA

B 1/10/03

The Bay Gallery 144 King Street Suite 2 St. Augustine, FL 32084 (904) 824-0604

December 31, 2002

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

RE: Articles of Amendment - The Bay Gallery

Document Number PO2000096861

To Whom It May Concern:

Enclosed please find the Articles of Amendment to Articles of Incorporation of The Bay Gallery Co. and a check in the amount of \$35.00 for the filing fee.

If you have any questions, I can be reached at (904) 824-0604 or (904) 318-3444.

/ *X*/XX

Thank you!

Stephanie J. Mangum

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

D3 JAN-2 AMII: 28

TALLAHASSEE FLORIDA

The Bay Gallery Co.

(present name)

(Document Number of Corporation (If known)

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(s) adopted: (indicate article number(s) being amended, added or deleted)

Article II - Principal place of business and MAIling Address is 144 King Street Suite Z, St. Augustine, FL 32084

Article VIII - Sandra L. Drury is no longer an officer of the corporation and has removed herself totally from the corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

4 (
THIRD: T	he date of each amendment's adoption: 12 2 0 2.
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
. •	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval byvoting group
	voting group
u	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatura	Signed this 31st day of December, 2002.
Signature	By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Stephanie J Mangum
	fresident