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CLARK-2 PM 1:10
TALLAHASSEE, FLORIDA

Amend
@ 4/8/04

Barbara's Personal Services, Inc.
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

February 26, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to :

TANNING 'N' SMOOTHIES, INC.

The above named corporation wishes to:

1. Amend Article IV (Registered Agent) and
- ADD ARTICLE VI (Corporate Officers)

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM:
Barbara S. Hicks
152 8th Avenue, SW, Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

FILED
MAR-26 PM 1:10
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TANNING 'N' SMOOTHIES, INC.**

FILED
04 APR -2 PM 1:10
TALLAHASSEE, FLORIDA

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

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

**ARTICLE IV
REGISTERED AGENT**

REMOVE MICHAEL L. THORNHILL (Current Registered Agent)

ADD WAYNE HERR (New Registered Agent)

**ADD ARTICLE VI
CORPORATE OFFICERS**

REMOVE MICHAEL L. THORNHILL (Current Director)

ADD WAYNE HERR (New Director)

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: *N/A*

THIRD: The date of each amendment's adoption: **February 26, 2004**

FOURTH: Adoption of Amendment(s) **(check one)**

_____ The amendments 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 by

VOTING GROUP"

____ The amendment(s) was/were adopted by the board of directors
without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without shareholder action and
shareholder action was not required.

Signed this February 26, 2004

Signature 

MICHAEL L. THORNHILL
Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TANNING 'N' SMOOTHIES, INC.
2. The name and address of the registered agent and office is:

WAYNE HERR
1875 E. Bay Drive
Largo, FL 33771
727/ 588-0055

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



WAYNE HERR

This 26 day of February, 2004