· P03000012896

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J. AW OFFICES OF J. KELLY KENNEDY

198 1* St S Winter Haven, FL 33880-3004



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant e-mail: kelly@jkklaw.com

AREAS OF PRACTICE:

Wills, Estates, Estate Planning, Real Property Law, Taxation, Corporate and Business Law CYNTHIA CROFOOT RIGNANESE

Attorney at Law e-mail: ladylawyer@jkklaw.com

REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604 Tel: (863) 294-1114 Fax:(863) 294-8937

January 21, 2005

Division of Corporations PO Box 6327 Tallahassee, Florida 32314-6327

RE:

RECREATION CENTERS, INC.

DOCUMENT #: P03000012896

Dear Ladies:

Enclosed herewith for filing are Articles of Amendment for the above-captioned corporation. A copy of the Articles of Amendment is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$43.75 is enclosed to cover the following costs:

Filing Fee Certified Copy \$ 35.00

<u>8.75</u>

Total \$43.75

Please return the certified copy of the Articles of Amendment to the undersigned attorney, Cynthia Crofoot Rignanese.

Thank you for your cooperation in this matter.

Sincerely yours,

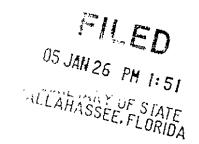
CYNTHIA CROFOOT RIGNANESE, ESQUIRE

CCR/rh

Enclosures

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF RECREATION CENTERS, INC. (a Florida corporation)



Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Articles of Incorporation for company, a Florida corporation, were filed with the Florida Department of State, Division of Corporations, on February 3, 2003, Document #P03000012896

SECOND: Article IV, Capital Stock, will be deleted in it's entirety and the following shall be inserted in lieu thereof:

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 1,500 shares of \$1.00 par value common stock which shall be designated "common shares". Said stock shall be issued as "small business corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

THIRD: The amendment was approved by the shareholders. The vote was unanimous; hence, the number of votes cast for the amendment was sufficient for approval.

Signed this 6th day of January, 2005.

President - Will Heddon

UNANIMOUS SHAREHOLDERS APPROVAL:

Will Heddon

Thomas Quattry

John Eloian

Fruis Psoings Trustee

Louis Psomos, Trustee

Samuel Quattry

James Calderaro