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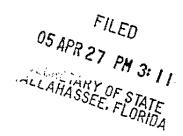
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SECRETARY OF STATE
THE LANGSEE, FLORIDA

04/27/05--01045--001 **35.00

amend

T BROWN MAY - 4 2005



ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

Ellie's Emporium Inc.	
(present name)	
P03000063057 (Document Number of Corporation (If known)	
-	Ellie's EMPOTIUM INC. (present name) P03000063057 (Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned 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 IV: By a majority vote in favor of all 100 shares
of stock are to be split as follows: Elizabeth D. Pugh 241/2 shares,
Stephanie M. Pugh 241/2 Shares, Roger G. Pugh 51 shares.
ARTICLE I : By a majority vote in favor of, Officers and/or
directors of this corporation are to be amended to read:
President - Elizabeth D. Pugh / 241/2 Shares
Vice President - Stephanie M. Rugh / 24 1/2 shares
Becretary/Treasurer - Roger G. Pugh / 51 shares

THIRD:	The date of each amendment's adoption: Hpril 22, 2005 (9:00 AM)
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 by
	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.
Signature	Signed this
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators) OSER TUSTO Typed or printed name SECRETORY DEASURER
	Title