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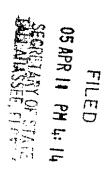
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G. Coulliette APR 1 8 2005



DAVID F. PLEASANTON, P.A.

ATTORNEYS AT LAW
FLAGLER SQUARE
1840 FOREST HILL BLVD.
SUITE 205
WEST PALM BEACH, FL 33406

TELEPHONE: (561) 433-0955 FACSIMILE: (561) 433-0954 Email: dfplaw@bellsouth.net

April 5, 2005

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314

Re: Bailey Enterprises, Inc.

Ladies and Gentlemen:

Please find enclosed an Amendment to the Articles of Incorporation to the above referenced corporation. Also enclosed is a check in the amount of \$35.00 for the cost of amending the articles.

Should you have any questions or comments, please do not hesitate to contact me.

Sincerely,

(David 3. Acasambo David F. Pleasanton

DFP:sg

Enclosures

AMENDMENT TO ARTICLES OF INCORPORATION OF BAILEY ENTERPRISES, INC.

April 5, 2005

The Articles of Incorporation of Bailey Enterprises, Inc.. are hereby amended as follows:

1. The Board of Directors currently consist of:

William K. Bailey

Mary Bailey

President

Vice President/Secretary

426 4th Lane

426 4th Lane

Palm Beach Gardens, FL 33418

Palm Beach Gardens, FL 33418

- 2. The articles are amended to delete William K. Bailey as a member of the Board of Directors and as President of the corporation. Mary Bailey is President and sole director.
- 3. The date the foregoing amendment was adopted by action of the shareholders and the board of directors was March 28, 2005. The vote cast for the amendment was by the sole shareholder and was thus sufficient for approval.
- 4. This amendment shall be effective immediately upon filing with the Secretary of State.

EXECUTED the 5 day of April, 2005.

President/

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Mary Bailey to me well known, and known to me to be the person described in and who executed the foregoing instrument as President of the above named Bailey Enterprises, Inc., a Corporation, and severally acknowledged to and before me that she executed such instrument as such President of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this day of April, 2005.

Notary Public,

State of Florida

My commission expires:

