

P03000084738

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Amend

T BROWN JUL 19 2005

AMENDMENT TO ARTICLES OF INCORPORATION
OF BAILEY ENTERPRISES, INC.

Dated: July 7, 2005

FILED
05 JUL 14 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Bailey Enterprises, Inc., a Florida Corporation, Document Number: P03000084738, formed August 4, 2003, are hereby amended as follows:

1. The Board of Directors currently consist of:

Mary Bailey
Director

This is based on the Amendment dated April 5, 2005 and filed April 11, 2005 with the Florida Secretary of State.

2. The articles are amended to remove Mary Bailey as a Director and to add William K. Bailey as a director of the corporation. Thus the sole director of the corporation is now:

William K. Bailey
Director
416 Hawthorne Drive
Lake Park, FL 33403

This change, both removal of Mary Bailey and the addition of William K. Bailey, was done at a special meeting of shareholders, held July 7th, 2005. The sole shareholder of the company, William K. Bailey was present and a unanimous vote was made for this change. The sole shareholder has the authority to make these changes pursuant to Florida Statutes Section 607.0808.

3. After change of the Directors of the Corporation, the sole director took action without a meeting pursuant to Section 607.0821. The remaining sole Director, William K. Bailey, who is also the sole shareholder of the corporation, was present. The Officers of the corporation were then changed as follows:

Mary Bailey was removed as President, Vice President and Secretary of the corporation.

William K. Bailey was voted, by unanimous vote, President and Secretary of the corporation.

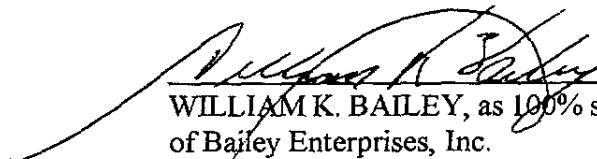
These changes, both removal of Mary Bailey as an Officer, and election of William K. Bailey as an Officer of the corporation is based on the authority of the Board of Directors pursuant to Florida Statutes Sections 607.0821 and 607.0842(2).

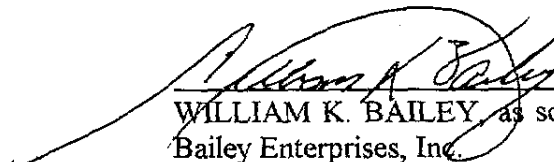
4. Thus the present Directors and Officers of the corporation are as follows, after these amendments:

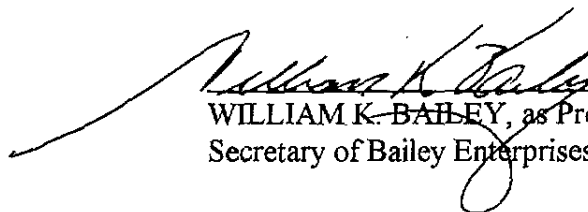
William K. Bailey
Director/President/Secretary/Treasurer
416 Hawthorne Drive
Lake Park, FL 33403

5. This amendment is effective the date of the meetings and vote, to wit: July 7, 2005. Although the corporation is aware that there is no requirement to amend the articles of incorporation to change the Officers and/or Directors of the corporation, this document has been prepared as an amendment to articles, based on the previous amendment dated April 5, 2005.

EXECUTED this 7th day of July, 2005.

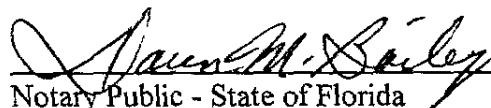

WILLIAM K. BAILEY, as 100% shareholder
of Bailey Enterprises, Inc.


WILLIAM K. BAILEY, as sole Director of
Bailey Enterprises, Inc.


WILLIAM K. BAILEY, as President and
Secretary of Bailey Enterprises, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME the undersigned authority, personally appeared WILLIAM K. BAILEY, who is personally known to me, and executed the aforesaid document in my presence, as his free and voluntary act, as Shareholder, Director, President and Secretary, on this 7th day of July, 2005.


Notary Public - State of Florida

My commission expires:

