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FISCHER & ASSOCIATES ACCOUNTING, INC.

A PROFESSIONAL ASSOCIATION OF ACCOUNTANTS

Amendment Section Division of Corporation P.O. Box 6327 Tallahassee, FL 32314

Re: CORPORATION - TILES BY JULIANNE

Dear Sirs:

Enclosed please find one original and one copy of Articles of Amendment for the above corporation.

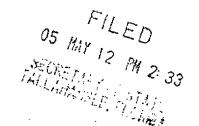
Also find enclosed our check in the amount of \$35.00 to cover the filing fee costs. Please mail the papers to the following address:

Fischer and Associates Accounting, Inc. 10601-210 San Jose Blvd Jacksonville, Florida 32257

Thances !

Juline Shreves

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION of



TILES BY JULIANNE, INC.

Pursuant to the provisions of section 607.1006, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST:_	Amendment(s) adopted:
	Article VII &VIII, as per attachment
SECOND:	The date of adoption of the amendment(s) was: May 03, 2005
THIRD:	Adoption of Amendments (CHECK ONE)
	The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.
	The amendments were approved by the shareholders through voting groups.
	The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.
Dated 5-4-05 20	
	TILES BY JULIANNE, INC. Corporation Name By Francis Theres
	(Chairman, Vice Chairman, President or other Officer)
	Frances 5. Shreves Typed or printed name
	PRESIDENT
	Title

TILES BY JULIANNE, INC.

ARTICLE VII SHALL BE AMENDED AS FOLLOWS:

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

NAME ____

ADDRESS

FRANCES JULINE SHREVES

PO BOX 6421 JACKSONVILLE, FL 32236

ARTICLE VIII SHALL BE AMENDED AS FOLLOWS:

The names and addresses of the Board of Directors are:

NAME

ADDRESS

FRANCES JULINE SHREVES

PO BOX 6421

JACKSONVILLE, FL 32236