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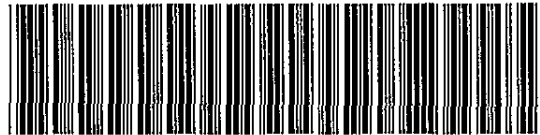
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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9/21/04
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04 SEP 21 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SHE, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

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(Corporation Name)

(Document #)



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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SHE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Charlene Easter
Vice-President:	Eleanor Beggs
Secretary:	Heather Holmes
Treasurer:	Heather Holmes

SECOND: Article 5 shall be amended to state:

President:	Michelle Marie Kelly
Vice-President:	Eleanor Beggs
Secretary:	Heather Holmes
Treasurer:	Heather Holmes

whose addresses shall be the same as the principal address of the Corporation.



THIRD: Article 6 of the Articles of Incorporation states Director(s) as:

Charlene Easter
Eleanor Beggs
Heather Holmes

FOURTH: The Director(s) of the Corporation shall be changed to:

Michelle Marie Kelly
Heather Holmes
Eleanor Beggs

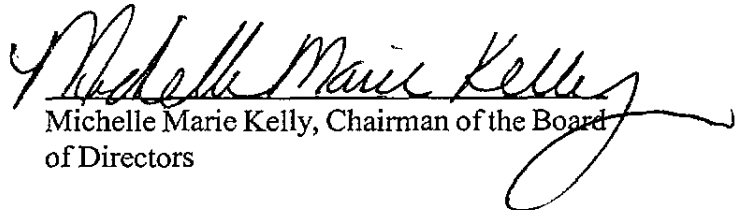
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 30 August 2004.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 30 August 2004.


Michelle Marie Kelly, Chairman of the Board
of Directors



SPIEGEL & UTRERA, P.A.
L A W Y E R S

www.amerilawyer.com

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