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BASIC AMENDMENT

THE STUDIO COLLECTION BY DONNA PHELPS, INC

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR
THE STUDIO COLLECTION BY DONNA PHELPS, INC.
Document #P04000139959

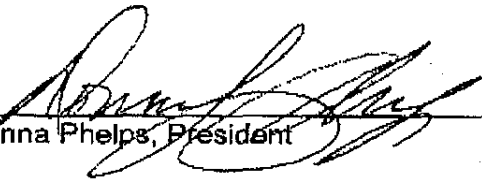
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: ARTICLE VII is hereby amended to add the following:
Title: VP
E. Thomas Clayton
2696 Loma Linda Street
Sarasota, FL 34239

SECOND: This amendment is effective the 8th day of October, 2004.

THIRD: This amendment is approved by the shareholders. The number of votes cast for the amendment by the shareholders were sufficient for approval.

Signed effective the 8th day of October, 2004.



Donna Phelps, President