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ROSS LANIER & DEIFIK, P.A.

TIB Financial Center 599 Ninth Street North Suite 300 Naples, Florida 34102

Donald K. Ross, Jr.

Masters of Law in Taxation
Suzanne D. Lanier
Board Certified Marital and Family Lawyer
Celia Ellen Deifik
Board Certified Real Property Lawyer

Telephone: 239/262-6161 Telefax: 239/434-0339

October 5, 2005

Annette Ramsay
Division of Corporations
Cliffton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Leisure Time Magazine, Inc.

Dear Annette:

Thank you for speaking with me on today's date. Enclosed please find our firm check # 19798 in the amount of \$13,75.

Should you need anything further, please do not hesitate to contact me. I remain,

Very truly yours,

ROSS LANIER & DETRIK, P.A.

Lyn Dukes'

Direct Line: 239-280-4173 LDukes@NaplesAttorney.net

Enclosures: as noted

cc: file

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Board Certified Real Property Lawyer

Telephone: 239/262-6161 Telefax: 239/434-0339

September 28, 2005

Via Federal Express

Department of State
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Leisure Time Magazine, Inc.

To Whom It May Concern:

Enclosed please find Articles of Amendment with reference to the above. Also, enclosed is our firm check in the amount of \$30.00 for filing fees and Certificate of Status. Please file accordingly.

Thank you for your attention to this matter and should you have any questions, please do not hesitate to contact our office. I remain,

Very truly yours,

ROSS LANJER & DEIFIK, P.A.

Lyn Dukes

Direct Line: 239-280-4173 LDukes@NaplesAttorney.net

Enclosures: as noted

cc: file

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Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-named corporation is hereby amended as follows:

A. The name of the corporation as set forth in the Certificate of Incorporation of the corporation issued under Charter Number P05000118837 on AUGUST 25, 2005 and effective AUGUST 25, 2005 and as shown in its Articles of Incorporation is hereby changed from LEISURE TIME MAGAZINE, INC. and the new corporate name of the corporation shall be as follows:

LEISURE TIME MEDIA, INC.

- B. The text of the amendment is attached hereto as Exhibit A.
- C. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- D. The amendment was adopted on SEPTEMBER, 13, 2005.
- E. The foregoing resolution was adopted by written consent of all of the shareholders pursuant to Section 607.0704 of the Florida Statues. There is only one voting group entitled to vote on the amendment, consisting of the holders of all of the issued and outstanding common stock of the corporation. No voting group was entitled to vote separately on the amendment. The number of votes for the amendment was sufficient for approval of the amendment.

IN WITNESS WHEREOF, we, the undersign	ed, have executed these	Articles of Amenda	nent this
21 day of SEPTEMBER.	100		FLLIC
	Ch	2:1	FLLIC R263015790530
	President		

Secretary Attest:

I, the undersigned Secretary of LEISURE TIME MAGAZINE, INC, do hereby certify that the resolution of amendment set forth herein was duly adopted by the shaveholders of the Corporation on SEPTEMBER M220190611300

21 ,2005.

STATE OF FLORIDA

COUNTY OF FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared hour Ricciard sello and consumer to me and known by me to be the person who executed the foregoing Articles of Amendment as Secretary of the Corporation, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _ \(\sqrt{day} \) of _ September (

Notary Public

My Commission Expires:

SEAL) CYNTHIA E. CZAPLICKI COMMISSION # DD 305047 EXPIRES: April 5, 2008

ACTION BY SHAREHOLDERS IN LIEU OF MEETING

We the undersigned being all of the Shareholders of LEISURE TIME MAGAZINE, INC, do hereby adopt the following resolutions:

BE IT RESOLVED that the name the Corporation shall be changed and the new name of the Corporation shall be LEISURE TIME MEDIA, INC.

BE IT FURTHER RESOLVED that ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

1.

CORPORATE NAME

The name of this corporation is LEISURE TIME MEDIA, INC.

Dated:

SHAREHOLDERS:

Adam Ricciardiello Donald Mchugh