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April 5, 2002

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-04/10/02--01014--003
*****43.75 *****43.75

Re: B. and A. Mitchell Enterprises, Inc.

Dear Sir or Madam:

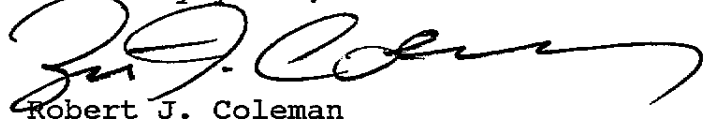
I represent B. and A. Mitchell Enterprises, Inc. The corporation is amending its Articles of Incorporation to increase the number of members of the board of directors. Enclosed are the original and one copy of the Articles of Amendment. Please approve and file the original and certify the copy for us.

We are also enclosing a check made payable to you for charges as follows:

Filing Fee	\$35.00
Certified Copy	<u>8.75</u>
Total	\$43.75

Please advise if anything further is required.

Sincerely yours,


Robert J. Coleman

RJC/ks
Enclosures
cc: B. and A. Mitchell Enterprises, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 APR -9 AM 9:49

Amendment
LFT 4-11-2002

ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
B. AND A. MITCHELL ENTERPRISES, INC.

2002 APR -9 AM 9:49


The following provisions of the Articles of Incorporation of B. and A. Mitchell Enterprises, Inc., a Florida corporation, filed with the Secretary of State in Tallahassee, Florida on October 28, 1992, be and they hereby are amended in the following particulars:

ARTICLE SEVEN, INITIAL BOARD OF DIRECTORS, be and it hereby is amended to read as follows: "The Board of Directors shall consist of one to five members whose names and addresses are:

NAME	ADDRESS
ANGELA M. CHERNIN (formerly known as ANGELA M. MITCHELL)	1810 S.E. 1st Street Cape Coral, Florida 33990
MARK CHERNIN	1810 S.E. 1st Street Cape Coral, Florida 33990

The foregoing amendment was adopted by the shareholders and directors of the corporation on the 4th day of April, 2002.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed these Articles of Amendment of the Articles of Incorporation of B. and A. Mitchell Enterprises, Inc. this 4th day of April, 2002.



ANGELA M. CHERNIN, President
and Secretary


MARK CHERNIN, Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF LEE)

BEFORE ME, the undersigned authority, this day appeared ANGELA M. CHERNIN, formerly known as ANGELA M. MITCHELL, and MARK CHERNIN, personally known to me to be the person who executed the foregoing Articles of Amendment of the Articles of Incorporation of B. and A. Mitchell Enterprises, Inc., and she did take an oath and acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of April, 2002 in Cape Coral, Lee County, Florida.



NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:



Kirsten Reed Shultz
MY COMMISSION # CC919931 EXPIRES
March 20, 2004
BONDED THRU TROY FAIN INSURANCE, INC.



Type/Print Name