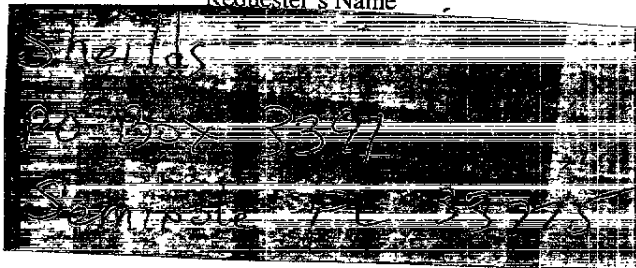


P94000044652

Requester's Name



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-11/21/01--01047--013
*****52.50 *****52.50

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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CLERK OF SUPERIOR COURT
CLAIMS SECTION

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

P94000044652
NE 12-17-01
4P8

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 2001

SHEILDS
P.O. BOX 3391
SEMINOLE, FL 33775

SUBJECT: AFFORDABLE IMAGES, INC.
Ref. Number: P94000044652

We have received your document for AFFORDABLE IMAGES, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

Please check one option in the 4th part of your form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 201A00063542

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

AFFORDABLE IMAGES, INC.

P94000044652

(Document Number of Corporation)

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: Amendment adopted:

ARTICLE 1

The corporation is changing its name to:

ARTISTIC PORTRAITS, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 1, 2001

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01 DEC 17 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FOURTH: Adoption of Amendment(s) (CHECK ONE)

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).

"The number of votes cast for the amendment(s) was/were sufficient for approval by

_____ (voting group)

X _____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 19th day of November, 2001.

Signature

Robert N. Shields, Jr.
(By the chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by shareholders.)

OR

(By a director if adopted by the directors)

or

(By an incorporator if adopted by the incorporators)

Robert N. Shields, Jr.
(Typed or printed name)

President
(Title)

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CLERK OF STATE
TALLAHASSEE, FLORIDA