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LEIANN S. DAVIS 2226 22ND LANE LAKE WORTH, FL 33463 SEPTEMBER**36**, 2003

SECRETARY OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FL 32314

Re: MARKHAM - ORF, INC.

Dear Sir or Madam:

Enclosed are the Articles of Amendment form for the above captioned corporation.

Receiving, filing, and indexing

\$ 35.00

Articles of Amendment

Certificate of status

\$ 8.75

TOTAL;

\$ 43.75

Please telephone me at (561) 965-8115 if there is any reason why these requests cannot be met promptly. Thank you for your attention to these matters.

Very truly yours,

leiann S. Davis

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



MARKHAM - ORF, INC.

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:

The name of the corporation is changed to:

NOTHIN FANCY, 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: September 18, 2003.

FOURTH:

Adoption of Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this __30⁺ⁿ day of __

September 2003.

Signature