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LAW OFFICES

Stan L. Riskin, P.A.

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P.O. BOX 17914

PLANTATION, FLORIDA 33317

(954) 587-4668

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June 2, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Sugar Free Marketplace, Inc.
Amendment to Articles of Incorporation

FILED
97 JUN -4 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find our check for \$35.00 together with original and copy of Certificate of Amendment relative to the above Corporation.

A self-addressed stamped envelope is provided for the return confirmation.

Very truly yours,

Florence L. Koplo, CLA
Certified Legal Assistant

/flk/
Enclosures

400002201 124--7
-06/04/97--01049--024
*****35.00 *****35.00

*Florence authorized to
correct heading from
cert to articles and
show Sandra as the
sole officer & director*

KFS

*Amend
SFS
6-12-97*


Articles of Amendment
To
Articles of Incorporation
Of
SUGAR FREE MARKETPLACE, INC.

FILED
97 JUN -4 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that on May 23, 1997 at a duly noticed Meeting of the Stockholders and Directors of SUGAR FREE MARKETPLACE, INC., the following Amendment to the Articles of Incorporation was adopted:

That JUNE BEYDA shall cease serving as an Officer, Director of SUGAR FREE MARKETPLACE, INC. and from this date forward, SANDRA SCHREIER shall be President, Secretary, Treasurer and Director of SUGAR FREE MARKETPLACE, INC.

Dated this 27 day of May, 1997.



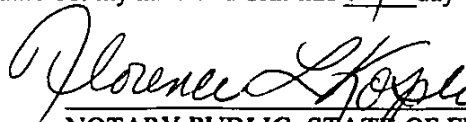
Sandra Schreier, Secretary

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

BEFORE ME, the undersigned authority, personally appeared Sandra Schreier, known to me to be the person who signed the foregoing instrument and she acknowledged to me that she executed same. Personally known or produced identification in the form of Personally
Known

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of May, 1997.

My Commission Expires:



NOTARY PUBLIC, STATE OF FLORIDA

