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PIECES OF OLD ENGLAND, INC.
34 GRANADA ST.
ST. AUGUSTINE, FL 32084
(904) 824-1881

FILED
99 APR -9 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

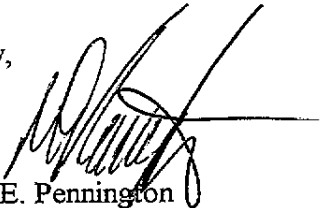
April 6, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Subject: PIECES OF OLD ENGLAND, INC.
 Amendment to Articles of Incorporation

Enclosed is an original and one (1) copy of an amendment to articles of incorporation and a check for \$87.50 for the Filing Fee and Certified Copy.

Sincerely,



Michael E. Pennington
Secretary

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N/C

VS APR 15 1999

PIECES OF OLD ENGLAND, INC.

**AMENDMENT TO
ARTICLES OF INCORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

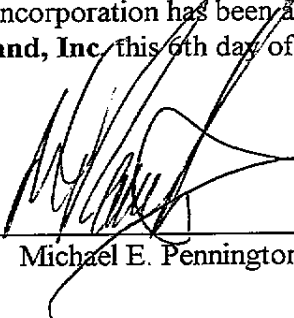
The Articles of Incorporation of **Pieces of Old England, Inc.**, 34 Granada St., St. Augustine, FL 32084, are hereby amended as follows:

Amendment No. 1.

Article I of the original Articles of Incorporation is hereby amended to change the name of this corporation to:

THE PENNINGTON CORPORATION OF ST. AUGUSTINE, INC.

This Amendment to the Articles of Incorporation has been adopted by the unanimous vote of the shareholders of **Pieces of Old England, Inc.** this 6th day of April, 1999.



Michael E. Pennington, Secretary