THE UNITED STATES

ACCOUNT NO.

072100000032

REFERENCE :

581881

81013A

AUTHORIZATION :

COST LIMIT :

\$ PPD

CORPORATION

ORDER DATE: October 29, 1997

ORDER TIME : 10:37 AM

ORDER NO. : 581881-005

CUSTOMER NO:

81013A

CUSTOMER: Steve Bauman, Esq.

Smith Grimsley Bauman 25 Walter Martin Road

Ft. Walton, FL 32549

01078-006 ****148.75 ****148.75

DOMESTIC AMENDMENT FILING

NAME:

CHANGES INTERNATIONAL OF FORT

WALTON BEACH, INC.

EFFECTIVE DATE:

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CHANGES INTERNATIONAL OF FORT WALTON BEACH, INC.

At a meeting of the shareholders and directors of Changes International of Fort Walton Beach, Inc., held on June 3, 1997, the shareholders and directors unanimously approved and adopted the following amendment to the corporation's Articles of Incorporation:

Effective immediately Articles XIV and XV of the Articles of Incorporation of Changes International of Fort Walton Beach, Inc., are hereby stricken, omitted and deleted in their entirety from the corporation's Articles of Incorporation.

DATED this 30 day of June, , 1997.

SCOTT ALAN PAULSON
President/Secretary/Director/Shareholder

TERRY PAULSON

Vice President/Director/Shareholder