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July 7, 1997

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

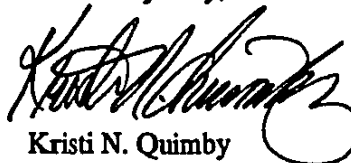
RE: Schmidt's Gallery of Destin, Inc.

Dear Sir or Madam:

Enclosed please find an original and two (2) copies of the articles of amendment for the above referenced corporation and a check in the amount of \$35.00.

Please return a certified copy to the above letterhead address.

Yours very truly,


Kristi N. Quimby

Enclosures

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCHMIDT'S GALLERY OF DESTIN, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment Adopted:

a. Article I of the Articles of Incorporation is hereby amended to read:
The name of the corporation is Page O'Connor Fine Arts, Inc.

SECOND: The date of adoption of the amendment: June 19, 1997.

THIRD: These amendments were approved by the shareholder. The number of votes cast for the amendment was sufficient for approval.

Signed this 19th day of June, 1997.

Schmidt's Gallery of Destin, Inc.

By: M. Page O'Connor /ST
M. Page O'Connor
Sole Director/Shareholder

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TALLAHASSEE, FLORIDA