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January 15, 1997

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

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ATTENTION: Amendment Section

Dear Sir:

Enclosed please find Articles of Amendment to Articles of Incorporation of Cookies, Inc. of Fort Walton Beach. I have also enclosed a check for \$35.00 to cover the cost of filing the same. Should you have any questions, please feel free to contact me at 904-864-4001.

Thank you for your assistance in this matter.

Sincerely,

DEBBIE M. DOUGHTY

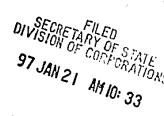
Enclosures

DIVISION OF COPPORATIONS

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Cookies, Inc of	Fort Waston	Beach
	•	
()	(present name)	

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(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII -

BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than two (2). The name and address of the directors of this corporation is as follows:

Debbie M. Doughty 101 Newcastle Circle Fort Walton Beach, FL 32547

Virginia G. Purcell 145 4th Avenue Shalimar, FL 32579

Cynthia J. Blackmon 10 Lakewood Street Mary Esther, FL 32569

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:	Th	e date of each amendment's adoption: September 1, 1996.		
FOURTH	I : 1	Adoption of Amendment(s) (CHECK ONE)		
2	3	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
C	2	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
"The number of votes cast for the amendment(s) was/were sufficient				
		for approval by"		
Ţ	3	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
٥	X]k	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signature	•	gned this 15th day of January , 19 97. (By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by		
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)				
OR				
(By a director if adopted by the directors)				
		OR		
		(By an incorporator if adopted by the incorporators)		
		Debbie M. Dought v. Typed or printed name		
		Incorporator/Director Title		