CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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Service: Top Priority One Day Service	Regular Two Day Service			<u> </u>
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TIME BY CK No.

CONFIRMED

APPROVED

 Please remit invoice number with payment TERMS: NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Amounts Past 30 Days, 18% per Annum.

TAX on corporate supplies.....

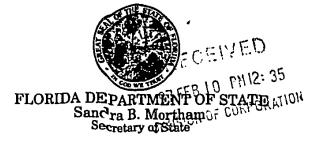
SUBTOTAL

PREPAID.....

BALANCE DUE.....

THANK YOU from Your Capital Connection

REQUEST



February 10, 1997

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL

SUBJECT: MYSTIC ISLES, INC. Ref. Number: P97000006889

We have received your document for MYSTIC ISLES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records reflect JUSTIN SCARPELLI being the Vice-President and Director of the above corporation. Is he resigning from all positions or will he remain a director of the corporation?

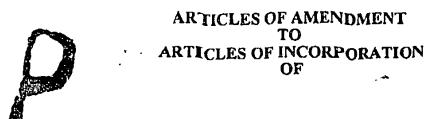
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

unrested

Darlene Connell Corporate Specialist

Letter Number: 097A00006889



MYSTIC ISLES, INC.

Pursuant to the provisions of section 607, 1006, Florida Statutes, this 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)

Justin Scapelli shall not be the Vice President. A of the Office of The only officer in Mystic Isles, Inc. shall be Andra Newman, the President.

97 FEB -7 PH 3:53

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:

2/5/00

.....

FO	URTH: Adoption of Amendment(s) (CHECK ONE)				
Ø	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.				
	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				
	voting group				
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.				
	The amendment(s) was/were adopted by the incorporators without shareholder action was not required.				
	Signed this day 52 of 66 , 19 97				
	Signature Asker Sum - Paristent (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)				
	(1) 111 (112)				
	Andrew Means Typed or printed name				
	турса от ришеа патје				
	President				
	Title				