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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 12, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Hakuna Matata Investments, Inc.

Dear Sir/Madame:

Please find the enclosed for filing the following:

1. Amendment to Articles of Incorporation.

I have also enclosed my check in the amount of \$35.00 to cover your filing fee for same. Please file stamp the additional copy that I have enclosed and return same in the enclosed self-addressed stamped envelope.

Should you have any questions or need anything additional, please give me a call.

Very truly yours,

THOMAS C. SANTORO

TCS/mcb
enc.

AM
CRG
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HAKUNA MATATA INVESTMENTS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to Article VI of the Articles of Incorporation of HAKUNA MATATA INVESTMENTS, INC., which shall be amended to read as follows:

ARTICLE VI. OFFICERS

The name and the addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

ROBERT W. WOODS, PRESIDENT\TREASURER
2596 Sunridge Court
Orange Park, Florida 32065

LINDA MARIE WOODS, VICE PRESIDENT\SECRETARY
2596 Sunridge Court
Orange Park, FL 32065

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The amendment were adopted by the board of directors without shareholder action and shareholder action was not required.

The foregoing amendment was adopted on the 26th day of February, 1997.

HAKUNA MATATA INVESTMENTS, INC.


BY: ROBERT W. WOODS/PRESIDENT/DIRECTOR

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