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GREENSPOON MURDER

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FLORIDA DIVISION OF CORPORATIONS
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NAME: LIFESTYLE TRENDS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000003112

DOC TYPE.....BASIC AMENDMENT

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Amend:

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ARTICLES OF AMENDMENT
OF
LIFESTYLE TRENDS INTERNATIONAL, INC.

FILED
FEB 21 AM 8:21
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Section 607.006, the Articles of Incorporation of the above-named corporation are hereby amended in its entirety to read as follows:

1. Article III - Capital Stock is hereby amended in its entirety to read as follows:

3.01 The corporation is authorized to issue 1,040 shares divided into two classes. The designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Common	1,000	\$1.00
Preferred	40	\$1,000.00

3.02 Preferred Shares. The preferred shares shall be entitled to receive dividends at a rate equal to 5% of gross sales collected by the corporation. "Gross Sales" shall mean the sale price received by the corporation from all sales of services and products (excluding only amounts received for sales taxes, insurance and shipping charges billed to customers). The dividends shall be paid among the holders of all preferred shares by dividing the amount payable by the number of outstanding preferred shares.

3.03 Dividends - Time for Payment. The holders of the preferred shares in preference to the holders of the common shares shall be entitled to receive dividends out of any funds legally available for this purpose. The dividend rate is that provided for in paragraph 3.02. Dividends shall be payable on the last day of each month for the prior month.

3.04 Cumulative Rights. In no event, as long as any preferred shares shall be outstanding, shall any dividend, whether in cash or property, be paid or declared, nor shall any distribution be made, on any of the common shares, nor shall any common shares be purchased, or otherwise acquired for value by the corporation, unless and until all dividends on the preferred shares for all past monthly periods and for the then current monthly period shall have been paid or declared and a sum sufficient for payment thereof set apart.

3.05 No Participation. Subject to payment of the dividend rate on the preferred shares as provided for in Section 3.02, the holders of the preferred shares shall not be entitled to participate in any additional dividends on the common shares.

3.06 Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the corporation, before any distribution or payments shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid the par value of their shares contributed to the corporation, less the amount of past dividends paid on such shares.

3.07 Voting Rights. The holders of the common shares and the holders of the preferred shares shall each have the right of one vote per share on all issues submitted to the stockholders for approval.

2. The foregoing amendment was adopted on January 27, 1997.
3. The number of votes cast for the amendment by the stockholders was unanimous for approval.
4. In witness whereof, the undersigned has executed these Articles of Amendment this 20 day of February, 1997.

WITNESSES:

Raymond F. Martineau
Gregory Blawie

Raymond F. Martineau
Raymond F. Martineau, as President

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