

P97000023857

Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 727 559-8505
FACSIMILE 585-9184

July 22, 1998

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

100002597781--8
-07/24/98--01071--001
*****35.00 *****35.00

TRANSMITTAL LETTER

**SUBJECT: Amendment of Articles to :
Will Page XIX, Inc.**

The above named corporation wishes to:

1. Delete ERIK T. BELL as Director and Registered Agent.
2. Add ADAM J. GROW as Registered Agent.

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

FILED
98 JUL 24 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
7-27-98
cc

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WILL PAGE XIX, INC.

FILED
98 JUL 24 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

ARTICLE VI
Registered Agent Address

The Registered Agent shall be ADAM J. GROW, whose post office address is 2511 SOUTHERN OAK CIRCLE, CLEARWATER, FL 33764; 727/ 538-8619.

ARTICLE VIII
Directors

DELETE: Erik T. Bell as Director.

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: *N/A*

THIRD: The date of each amendment's adoption: **June 1, 1998**

FOURTH: Adoption of Amendment(s) **(check one)**

The amendments 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 _____."

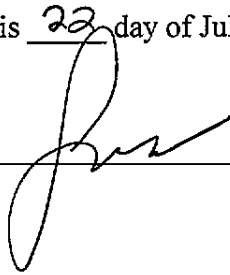
VOTING GROUP

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22 day of July, 1998.

Signature _____



ADAM J. GROW
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Will Page XIX, Inc.
2. The name and address of the registered agent and office is:

Adam J. Grow
2511 Southern Oak Circle
Clearwater, FL 33764
727/ 538-8619

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ADAM J. GROW

This 22 day of July, 1998.