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Spring Cook
6907 Heathermoor Ct.
Tampa, Fla 33634

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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May 23-97 03:31P Professional Collections 813-877-43099 P.02
ATTN/Karen Gibson Original signature
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

UPTOWN GROUP, INC.

(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 VI of the Articles of Incorporation shall be amended to read as follows:

Article VI-Board of Directors

The number of the Directors may be increased or decreased from time to time by vote of the Shareholders as set out in the By-Laws.

The Board consists of :

Spring Cook

8457 Florida Avenue
Tampa, Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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:

Attn Karen Gibson

• THIRD: The date of each amendment's adoption March 28th, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 Board of director 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 and shareholder action was not required.

Signed this 28 day of May, 1997

Signature:

Spring Y Cook I accept the position as the
the new Board and understand
my duties.

(By the Vice Chairman of the Board of Directors, President or other officer if adopted by
the incorporators)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Spring Cook

Typed or printed name

President

Title