

PP1000044149
DAVID W. CARY

ACCOUNTANT & CONSULTANT
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CAPE CORAL FLORIDA 33990
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November 10, 2000

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

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-11/13/00--01136--022

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

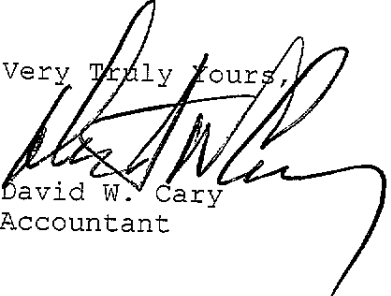
RE: Harleewood Café Inc.

Gentlemen or Ladies:

Enclosed please find Check 1736 in the amount of \$35.00 to
Cover the filing fees of the above Corporation.

Should you have questions, please feel free to contact me
at the above number.

Very Truly Yours,


David W. Cary
Accountant

DWC\

FILED
00 NOV 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T BROWN NOV 27 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

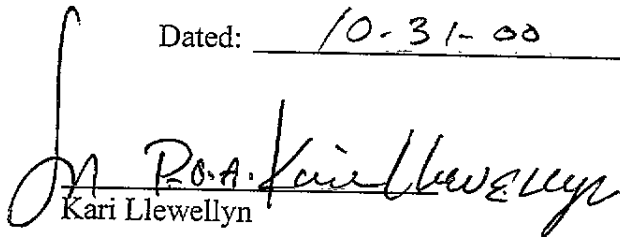
HARLEEWOOD CAFÉ INC.

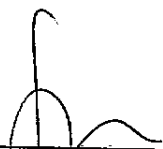
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

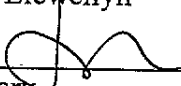
- FIRST: That Johnny Restrepo's resignation as President and Director is accepted.
- SECOND: That James Llewellyn is appointed President, Secretary and Director.
- THIRD: This amendment was adopted by the Board of Directors and officers of the Corporation on the 27th day of October, 2000.
- FOURTH: The above amendment was approved by the shareholders of the Corporation on the 27th day of October, 2000.

Dated: 10-31-00


Kari Llewellyn



President
James Llewellyn



Secretary
James Llewellyn