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The Law Offices of
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December 12, 1997

Secretary of State
Division of Corporations
Attn.: Filing of Amendments
P.O. Box 6327
Tallahassee, FL 32314

100002372431--2
-12/15/97-01113-011
*****35.00 *****35.00

Dear Sir or Ms.:

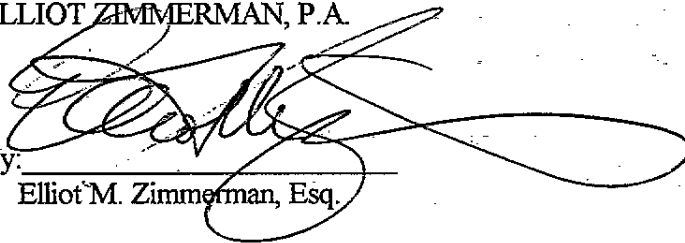
Enclosed please find Articles of Amendment to Articles of Incorporation of The Look Agency, Inc. together with our check for Thirty Five Dollars (\$35.00). Please note that the new registered agent is Melissa Hirschenson at the new address of the office, which is:

Melissa Hirschenson
3532 N. Ocean Blvd.
Fort Lauderdale, Florida 33308

Please advise the undersigned at the above address that these Articles of Amendment have been filed at your earliest convenience. Please send all correspondence to this office regarding The Look Agency, Inc.'s Articles of Amendment. Thanking you, I remain,

Very truly yours,

ELLIOT ZIMMERMAN, P.A.

By: 
Elliot M. Zimmerman, Esq.

EMZ/emr

Enclosures: 1. Articles of Amendment to Article of Incorporation of The Look Agency Inc.
2. Certificate Designating Resident Agent and Place of Business.
3. Check for Thirty Five Dollars (\$35.00)

Hirschenson\Letter to Secretary of State for Articles.doc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Amend.
12-17-97
CC

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
THE LOOK AGENCY, INC.**

Document #: P97000046539

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 3532 N. Ocean Blvd., Fort Lauderdale, Florida 33308. The name of the initial Registered Agent of this Corporation is Melissa Hirschenson.

ARTICLE VI – PRINCIPAL OFFICE

The street address of the principal office is 3532 N. Ocean Blvd., Fort Lauderdale, Florida 33308. The name of the principal officer is Melissa Hirschenson.

ARTICLE VII – INITIAL BOARD OF DIRECTORS


This Corporation shall have one (1) initial director. The number of directors may increase from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation is:

Melissa Hirschenson
3532 N. Ocean Blvd.
Fort Lauderdale, Florida 33308

SECOND: The date of each amendment's adoption is May 25, 1997.

THIRD: The amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 9 day of Dec., 1997.


Melissa Hirschenson, Director


Dr. David Hirschenson

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING
AGENT UPON WHOM PROCESS CAN BE SERVED**

Pursuant to Florida Statutes Chapter 48.091, the following is submitted in compliance with said Act.

THE LOOK AGENCY, INC., organized under the laws of the State of Florida, with its principal offices as indicated in the Articles of Amendment to the Articles of Incorporation of THE LOOK AGENCY, INC., has named Melissa Hirschenson, located at 3532 N. Ocean Blvd., Fort Lauderdale, Florida 33308, as its agent to accept service of process within this Great State of Florida. Having been named to accept service for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of the said Act relative to keeping open said office.

Dated: Dec 9 97

Melissa Hirschenson
Melissa Hirschenson