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October 8, 1998

Via U.S. Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002660356--7
-10/09/98--01053--006
*****35.00 *****35.00

Re: Amendments to Articles of Incorporation of Matthis, Inc.

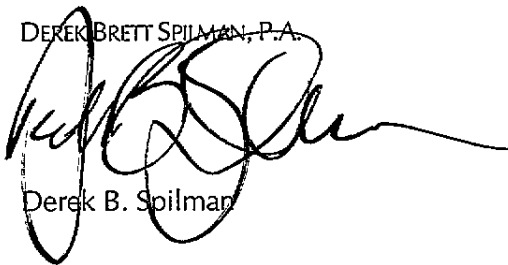
Dear Sir or Madame:

Please find enclosed amendments to the articles of incorporation for Matthis, Inc. for filing together with a check in the amount of \$35.00.

Thank you for your assistance in this matter and please contact me directly at the above number should you have any questions or require additional information.

Very Truly Yours,

DEREK BRETT SPILMAN, P.A.



Derek B. Spilman

Enclosures

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FILED
98 OCT -9 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
10-12-98
CC

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF MATTHIS, INC.**

Pursuant to the provisions of FSA § 607.1006, this corporation adopts the following articles of amendment to its articles of incorporation:

1. The text of each amendment as adopted is as follows:

**Amendment 1
Appointment of Corporate Officers**

Effective July, 7th, 1998, each of the following persons was appointed to the office preceding his/her name:

President	Emmanuel Roux
Vice President	Frank Bouvard
Secretary	Emmanuel Roux
Treasurer	Frank Bouvard

**Amendment 2
Change of Corporate Directors**

Effective July 7th, 1998, the following directors were removed by vote of the shareholders:

Olivier Romain

Effective July 7th, 1998, the following persons were elected to serve as directors of the corporation by vote of the shareholders:

Emmanuel Roux
2519 Driftwood Road
St. Petersburg FL 33705
727.895.0132

Frank Bouvard
6070 6th Avenue North
St. Petersburg FL 33710
727.347.6788

2. The date of adoption of each amendment was: July 7th, 1998
3. Each amendment was adopted by duly approved shareholder action in accordance with the provisions of FSA § 607.1003.
4. These amendments will be effective upon filing.

Date: 7/8/98

EMMANUEL ROUX PRES.
[OFFICER, DIRECTOR OR INCORPORATOR'S NAME & TITLE]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA