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TNT Accounting, Inc.
1815 S. W. 6th Avenue
Pompano Beach, Florida 33060
(954) 941-7685

July 25, 2000

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

FILED SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 27 AM 11:10

Dear Sirs:

Enclosed are two (2) copies of amendments to the articles of incorporation of Sit + Stay = Obey, Inc.

Also, enclosed is a check for \$35.00 to cover filing fees. No certified copy is requested at this time.

Thank you for your prompt attention to this matter.

Please remit the approved amendments to the above address.

Sincerely,

TNT Accounting, Inc.

Sheila Quick
President

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-07/27/00--01066--012
*****35.00 *****35.00

Amend

V. SHEPARD AUG 1 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 27 AM 11:11

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Sit + Stay = Obey, 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)*

The ArticleVIII is hereby amended to add the following directors:

William McIntyre
9122 Vineyard Lake Drive
Plantation, Florida 33324

and

Brian Webster
2960 North West 113th Avenue
Sunrise, Florida 33323

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:

THIRD: The date of each amendment's adoption: July 1, 2000

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

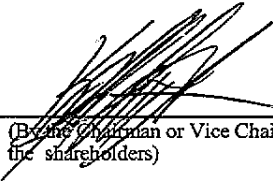
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
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 15th day of July, 2000.

Signature



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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kelly McIntyre

Typed or printed name

Director

Title