

P98000030067

Higginbotham Companies, Inc.



"Providing Peace of Mind"

3935-L N. U.S. 1

Cocoa, Fl. 32926

Office: 321-632-5726

Fax: 321-639-4520

FILED

01 MAR -8 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 7, 2001

Division of Corporation
Amendment Division
P. O. Box 6327
Tallahassee, Fl. 32314

Re: Sun Goddess Tanning, Inc.
Amendment to Articles of Incorporation

800003818948--8
-03/08/01--01080--003
*****35.00 *****35.00

To Whom It May Concern:

Please find the enclosed funds to cover the fees to file the enclosed amendment.

Please contact our office to answer any questions you may have.

Thank you,

Tracey C. Higginbotham,
Agent

NC Amend
3-14-01
MHS

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
AND SPECIAL MEETING
OF THE SOLE DIRECTOR OF
SUN GODDESS TANNING, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the directors of Sun Goddess Tanning, Inc., having consented to the time and place of the special meeting of the sole director was held on January 8th, 2001, at 3935-L N. U.S. 1, Cocoa, Fl. 32926, at 9:00 a.m.

ITEM I

The first item of business that was taken up was the waiver of notice. The waiver, having been signed by all of the directors, was read aloud by the chairman and was ordered to be made a part of the minutes.

ITEM II

First: The Chairman stated that one of the purposes of the meeting was to amend Item I to change name of the Corporation. The name of the Corporation will become "Sun Goddess Salon and Spa, Inc".

Second: The date of the amendment's adoption is January 8, 2001.

Third: The amendment was approved by the shreholders. The number of votes cast for the amendment was sufficient for approval. A properly made motion, seconded, and carried it was RESOLVED that the new name of the Corporation is Sun Goddess Salon and Spa, Inc.

ITEM III

The Chairman stated that the other purpose of the meeting was to change the registered office and the registered agent from Kenneth J. Anson at 2250 Vista Terrace, Titusville, Fl. 32780, to the new registered agent Sherri D. Stanley and the new street address of the registered office of this corporation is 6430 Homestead Avenue, Cocoa, Fl. 32927. It was moved and the consent of the shareholders was accepted and an amendment to the Article of Incorporation was required. Upon motion, seconded, and carried it was RESOLVED that the new registered agent is Sherri D. Stanley and the new address of the registered office of this corporation is 6430 Homestead Avenue, Cocoa, Fl. 32927.

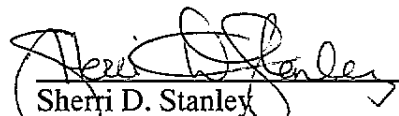
No further business having come to the meeting, the Chairman called for adjournment, seconded, and carried.

Date: January 8, 2001



Sherri D. Stanley
Chairman & Secretary

I, Sherri D. Stanley, hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation. By executing this document, I reaffirm that I agree to serve as Registered Agent.



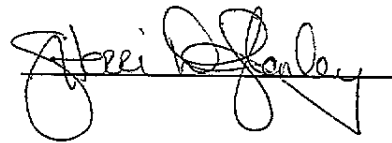
Sherri D. Stanley
6430 Homestead Avenue
Cocoa, Fl. 32927

ATTACHMENTS:

Waiver of Notice

WAIVER OF NOTICE
OF THE
SPECIAL MEETING
OF THE SOLE DIRECTOR OF
SUN GODDESS TANNING, INC.

The undersigned, being the sole director of Sun Goddess Salon, Inc.,
consents that the special meeting be held at 3935-L N. U.S. 1, Cocoa, Fl. 32926, on
January 8, 2001, at 9:00 a.m. I waiver further notice of the meeting.

A handwritten signature in black ink, appearing to read "Ari D. Stanley", is written over a horizontal line.