



P9800004/096

Dena R. Taub

Admitted to The Florida Bar and U.S. District Courts
for the Southern and Middle Districts of Florida

January 18, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-01/19/00--01067--003
*****35.00 *****35.00

Re: Sunshine Rarities, Inc.

Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$35.00 along with an original and two (2) copies of the Articles of Amendment with regard to the above referenced corporation. Please file the Articles of Amendment and forward date stamped copies to this office in the enclosed self-addressed, stamped envelope.

Thank you for your anticipated cooperation in this matter. Should you have any questions, please feel free to contact the undersigned.

Very truly yours,

Dena R. Taub

DRT/alm
Enclosures

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FILED
00 JAN 19 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS JAN 24 2000

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SUNSHINE RARITIES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation filed May 6, 1998, under Document Number P98000041096.

FIRST: ARTICLE VI is hereby amended to reflect the BOARD OF DIRECTORS as follows:

This corporation shall have one (1) Director constituting the Initial Board of Directors. The number of directors may be either increased or decreased, from time to time, by the By-Laws, however, there shall never be less than one (1) Director. The names and addresses of the Initial Board of Directors of the corporation is as follows:

JAMES DEMPSEY
12283 Cascades Point Drive
Boca Raton, Florida 33428

SECOND: These Articles of Amendment to Articles of Incorporation were adopted by the Board of Directors without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment to Articles of Incorporation this ____ day of JANUARY, 2000.


JAMES DEMPSEY, Director