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George P. Langford
Attorney at Law

TAMIAMI CENTER
3357 TAMIAMI TRAIL NORTH
NAPLES, FLORIDA 34103-4165

TELEPHONE: (941) 262-2011
FACSIMILE: (941) 262-0902

May 21, 1998

Department of State
Division of Corporations
P.O. Box 1300
Tallahassee, Florida 32302-1300

500002544415--4
-06/02/98--01004--014
*****70.00 *****35.00

Re: Bagel City, Inc.

Dear Sirs:

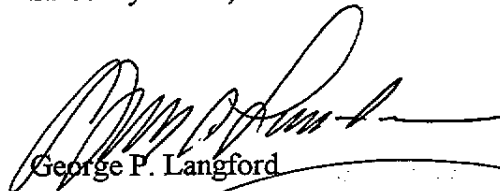
Enclosed please find the following:

1. Certificate of Amendment to Articles of Incorporation of Bagel City, Inc. changing the corporation name to Taunton Woods of S.W. Florida, Inc.;
2. Certificate of Amendment to Articles of Incorporation of B.C. of S.W. Florida, Inc. changing the corporation name to Bagel City of S.W. Florida, Inc.; and
3. Our firm's check in the amount of \$70.00 to cover filing fees.

This is to request that you return conformed copies to this office in the enclosed envelope.
Should you have any questions please do not hesitate to contact me.

Thanking you, I am

Sincerely Yours,


George P. Langford

enclosures
GPL/dcm

NIC
Amend
6/3/98

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -2 PM 12:35

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**CERTIFICATE OF AMENDMENT TO ARTICLES OF
INCORPORATION OF
B. C. OF S. W. FLORIDA, INC.**

98 JUN -2 PM 12:35

B. C. OF S. W. FLORIDA, INC., a Florida corporation, for profit, under its corporate seal and hand of its president, **KATHLEEN CAREY RUSCITO**, hereby certifies:


That by duly adopted resolution by unanimous consent of all of the Stockholders entitles to vote at a special meeting called and held on the 8th Day of May, 1998 Article II of the Articles of Incorporation of the corporation was amended to read as follows:

ARTICLE II

The name of the corporation shall be: BAGEL CITY OF S.W. FLORIDA, INC.

In Witness Whereof, said corporation has caused this Certificate of Amendment to Articles of Incorporation to be signed in its name by its President and its corporate seal to be affixed hereto and attested by its secretary this 8th day of May, 1998.

**B. C. OF S. W. FLORIDA, INC., A
FLORIDA CORPORATION**

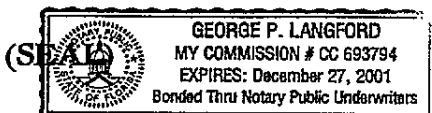

By: **KATHLEEN CAREY RUSCITO**
Its: **PRESIDENT and SECRETARY**
(Corporate seal)

**STATE OF FLORIDA
COUNTY OF COLLIER**

I hereby certify that on this day, before, the undersigned officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared **KATHLEEN CAREY RUSCITO**, well known to me to be the President and Secretary respectively, of **B. C. OF S. W. FLORIDA, INC., INC.** the corporation named in the foregoing **Certificate of Amendment to Articles of Incorporation**, and she acknowledges executing the same by authority duly invested in her in said corporation, and that the seal affixed is the true corporate seal of the corporation.

WITNESS my hand and seal in said State and County this 8th day of May, 1998

My commission expires:




NOTARY PUBLIC: George P. Langford