P98000046599

Cell,Esthe' International, Inc.

1701 East Avenue Clermont, florida 34711 Tel. 352-394-7677 FAX. 352-394-7678

June 30, 1999

Department of State
Division of Corporations
P.O. Box 1500
Tallahassee, Florida 32302-1500

500002932875--S -07/16/99--01013--804 *****52.50 *****52.50

Subject: Cell, Esthe' International, Inc. - Ammendments Reference No. P98000046599

Enclosed are the documents for ammendments and check in the amount of \$52.50 for the filing fee. Please notify us if this amount is not sufficient fees for the ammendment copies and changes.

The changes made was finalized June 15, 1999.

Yours truly,

Cherry G. Campbell

Cell, Esthe' International Inc.

1701 East Avenue

Clermont, Florida 34711

352-394-7677

Ameno

S. PAYNE JUL 1 9 1999



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

May 12, 1999

CELL-ESTHE' INTERNATIONAL, INC. 1701 EAST AVENUE CLERMONT, FL 34711 US

SUBJECT: CELL, ESTHE' INTERNATIONAL, INC.

Ref. Number: P98000046599

The records of the Division of Corporations do not reflect a name change has been filed for this corporation as indicated on the enclosed annual report. This report cannot be filed under the new name until an amendment has been filed. For your convenience, enclosed are the instructions and/or forms to change the name. Please return the amendment and annual report together to the address indicated on the amendment form.

The amendment filing fee is \$35.00.

After the corrections have been made, please return the report to: Division of Corporations, P.O. Box 1500, Tallahassee, Florida 32302-1500 within 30 days from the date of this letter.

If you have additional questions or need further assistance, please call the Division of Corporations at (850) 488-9000.

ANNUAL REPORTS SECTION

ARTICLES OF AMENDMEN ARTICLES OF INCORPORATION **OF**

FILED 99 JUL 16 PM 2: 40 SECRETARY OF STATE TALLAHASSEE, FLORIDA

CELL, ESTHE' INTERNATIONAL , 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)

DELETE THE FOLLOWING: ARTICLE NO. 12 :

BETTY HOLLOWAY - 4846 N. UNIVERSITY LAUDERHILL, FL. 33351

· RAMOS, ESTRELLITA: 707 BOGIE COURT

KISSIMME, FL. 34741

ARTICLE NO: 13 ADD THE FOLLOWING:

MAUREEN E. CAMPBELL - 1701 EAST AVE.

CLERMONT, FL. 34711

• MARCELLE A. CAMPDELL - 1701 EASTAVE. 3471/ CLERMONT FL. 3471/ 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: UIRECTOR CHANGES - JUNE 15, 1999

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 byvoting 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 as shareholder action was not required.	nd
Signed this 15 day of UNE 1999	
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)	
CHERRY G. CAMPBELL	
Typed or printed name	
DIRECTOR / REGISTERED AGENT	- <u>-</u>