ATTORNEY AT LAW

BONITA BAY EXECUTIVE CENTER II 3461 BONITA BAY BLVD. **SUITE 220** BONITA SPRINGS, FL 34134 TELEPHONE (941) 498-6222 TELECOPIER (941) 498-6225

July 21, 1999

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

The Aspen Centre Sea & Garden Spa, Inc. Re:

Dear Sir:

Please find enclosed Articles of Amendment to Articles of Incorporation for the above-referenced corporation together with our firm's check in the amount of \$35.00 for the filing fee. Please forward a time, stamped copy of the Articles of Amendment back to my office in the self-addressed stamped envelope provided.

Should you have any questions or need additional information, please feel free to call me.

Very truly yours,

Richard S. Annunziata

RSA/lmm

enc.

cc: Robin Maki

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF THE ASPEN CENTRE SEA & GARDEN SPA, INC.

Pursuant to the provisions of F.S. 607.1006, this corporation adopts the following article of amendment to its articles of incorporation:

FIRST:

Articles 5 and 6 are amended as follows:

ARTICLE V

Registered Office and Registered Agent

The name and address of the registered agent and office of this corporation follows:

RICHARD S. ANNUNZIATA G. DONALD THOMSON, P.A. 3461 Bonita Bay Boulevard Suite 220 Bonita Springs, FL 34134

The street address of the principal office of the corporation is: 10 Cedar Swamp Road, Glen Cove, NY 11542, and whose mailing address is: 8 Michaels Lane, Old Brooksville NY 11545.

ARTICLE VI Board of Directors

The Board of Directors shall consist of one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the director of this corporation are: ROBIN MAKI, 10 Cedar Swamp Road, Glen Cove, NY 11542.

SECOND: THE DATE OF EACH AMENDMENT'S ADOPTION IS: July 15, 1999.

THIRD: _THE AMENDMENTS WERE ADOPTED BY THE INCORPORATORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

IN WITNESS WHEREOF, I have subscribed my name this 20 1999.

STATE OF FLORIDA COUNTY OF Lee

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Richard S. Annunziata known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the county and state last aforesaid this July, 1999.

(SEAL)



Notary Public - State of Florida

(Print Commissioned Name of Notary Public)
Did ____ Did Not ___ Take An Oath
Personally Known ___ OR Produced Identification

Type of Identification Produced

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