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PHOTOS 4 NAMES PLUS INC 1002 CHZVY CHASE ST. PORT CHARLOTTE, FL-33948

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NEW FILINGS	AMENDMENTS Amendment Resignation of R.A., Officer/ Director
Profit	Amendment Em 6
NonProfit	Resignation of R.A., Officer/ Director
Limited Liability	Change of Registered Agent
Domestication	Change of Registered Agent Dissolution/Withdrawal Merger
Other	Merger P
OTHER FILINGS:	REGISTRATION/
Annual Report	QUALIFICATION:
Fictitious Name	Foreign
Name Reservation	Limited Partnership
Traine readitation	Reinstatement
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Other

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

OS MIC 31 M G: 214

PHOTO UNLIMITED, 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 mamber(s) being amended, added or deleted)

The undersigned, who are the holders of all of the outstanding shares of PHOTO UNLIMITED, INC. Corporation entitled to vote at a meeting of shareholders, do hereby consent to the action of the Board of Directors of PHOTO UNLIMITED, INC, Corporation taken on July 1, 1998 as stated by the following resolution of the Board of Directors adopted on that date:

THE BOARD'S RESOLUTION BEING THE CHANGING THE CORPORATION NAME AS FOLLOWS:

PHOTO & NAMES PLUS INC 1002 Chevy Chase Street Port Charlotte, FL. 33948

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:

July 1, 1998 THIRD: The date of each amendment's adoption: FOURTH: Adoption of Amendment(s) (CHECK ONE) The amendment(s) was/were approved by the shareholders. The number of votes cast X 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 by __ voting 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 and shareholder action was not required. Signature X (By the Chairman of 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)