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GLENN R. MEE, P.A.

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October 22, 1998

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

500002672095--5
-10/26/98-07105--014
*****87.50 *****43.75

Re: 735 Northeast Fifteenth Avenue, Inc.
Articles of Amendment

Dear Sir or Madam:

Enclosed please find Articles of Amendment for the following corporations and accompanying fees:

1. Articles of Amendment for 735 Northeast Fifteenth Avenue, Inc., along with our check in the amount of \$87.50 payable to the Department of State.

2. Articles of Amendment for Sobrenity, Inc., along with our check in the amount of \$87.50 payable to the Department of State.

Please provide certified copies of the Articles of Amendment for each corporation. If you need any additional information regarding these reports, please advise.

Thank you for your prompt attention to this matter. With best regards I remain,

Sincerely,

Nancy A. Matthews (Signature)

NANCY A. MATTHEWS
Paralegal/Office Manager

NAM:sr
Enc.
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AMEND
OFF
10/26

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
735 NORTHEAST FIFTEENTH AVENUE, TAMPA, FLORIDA

FILED
28 OCT 26 AM 10:41
SECRETARY OF STATE
TAMPA, FLORIDA

Pursuant to the provisions of §607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendment adopted is as follows:

Article V - Capital Stock - Article V - Capital Stock shall be amended to read as follows:

(I) The corporation shall have authority to issue ten thousand shares (10,000) of common stock, comprised of two (2) classes, with a par value of one dollar and 00/100 (\$1.00) per share. The two (2) classes are as follows:

(a) Class A Stock.

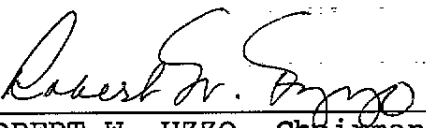
(b) Class B Stock, which stock shall be non-voting, but containing all other rights of Class A Stock.

(II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

SECOND: The date of the adoption of this Amendment to the Articles of Incorporation is August 7, 1998.

THIRD: The Amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 7th day of August, 1998.


ROBERT W. UZZO, Chairman

UZZO\735\AMEND.ART