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TERRENCE F. LENICK, P.A.

Professional Association
Attorney at Law

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Telephone: 941-948-3900
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February 2, 1998

Ms. Louise Jackson
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Heavenly Threads, Inc.

200002765602--2
-02/05/99--01031--001
*****35.00 *****35.00

Dear Ms. Jackson:

Enclosed is a replacement check in the sum of \$35.00 for the amendment to the above-referenced corporation. Please file the amendment and return one stamped copy and the original check to me in the Airborne Express envelope enclosed. Thank you for your assistance in this matter.

Respectfully,


Terrence F. Lenick

TFL:mcj
Enclosure

FILED
99 JAN 29 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name change
NFT 2-4-99

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January 29, 1998

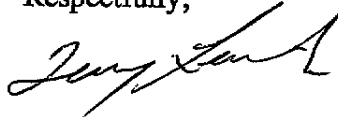
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Heavenly Threads, Inc.

Dear Sir/Madam:

Enclosed are an original and one (1) copy of an Amendment to the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the sum of \$35.00 representing the fee to file the same. Please file the amendment and return one stamped copy to me at the above-address. Thank you for your assistance in this matter.

Respectfully,



Terrence F. Lenick

TFL:mcj
Enclosure

FILED
99 JAN 29 PM 12:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION**

FILED

99 JAN 29 PM 12: 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEAVENLY THREADS, INC.

Pursuant to §607.1005, Florida Statutes, where a corporation has not yet issued shares, then a majority of its incorporators or board of directors may adopt one or more amendments to the corporation's Articles. In accordance with that provision, HEAVENLY THREADS, INC. has one incorporator. Additionally, no organizational meeting or stock issuance has occurred. The sole and majority incorporator, James R. McKinley, by his signature below, hereby adopts and files pursuant to §607.1005 and §607.1006, F.S., the following amendments to the Articles of Incorporation:

1. The name of the corporation is Heavenly Threads, Inc.
2. Article VI as filed on December 15, 1998 is hereby deleted in its entirety.
3. The following Article VI of the corporation's Articles of Incorporation is substituted for the former Article VI. This new Article VI shall read as follows:

Article VI: Directors This Corporation shall have at least two (2) Directors, with the exact number to be fixed by the By-Laws. The name and address of the first Directors of the corporation, who shall hold office for the first year or until successors are duly elected and qualified, shall be:

James R. McKinley
6403 Morgan LaFee Lane
Fort Myers, FL 33912

Shirley A. McKinley
6403 Morgan LaFee Lane
Fort Myers, FL 33912

4. 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: **None**

5. The date of each amendment's adoption: January 22, 1999.

6. Adoption of Amendment (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 by _____(voting group).

___ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

x The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated: January 22, 1999

HEAVENLY THREADS, INC.

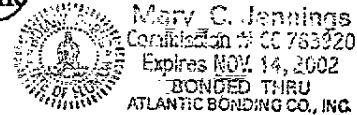
By: James R. McKinley
Incorporator, James R. McKinley

STATE OF FLORIDA)
) ss:
COUNTY OF LEE)

BEFORE ME, the undersigned authority, personally appeared JAMES R. MCKINLEY, who is to me well known to be the person described in and who subscribed to the above articles of amendment to the articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Bonita Springs in said County and State this 22 day of January, 1999.

Mary C. Jennings
Notary Public



My Commission Expires: