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Amend. & N/C

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BRADLEY J. WOOD, P.A.
ATTORNEY AT LAW

Bradley J. Wood, Esq.

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St. Petersburg, FL 33734-6387
727/895-1991 FAX 727/898-3456
Tampa 813/223-3456

May 2, 2003

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

RE: KINGPIN BRAND TATTOO NEEDLES, INC.
Document No. P9900000601

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Amendment to the Articles of Incorporation for the above referenced entity. Also enclosed is our check in the amount of \$35.00 for the filing fee in this regard.

Please return the copy of the Articles of Amendment provided herein, after it has been stamped with the file date, to:

Bradley J. Wood, Esq.
P.O. Drawer 76387
St. Petersburg, FL 33734-6387

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,



Bradley J. Wood

Encl.

dos-corp-ltr.doc

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KINGPIN BRAND TATTOO NEEDLES, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

The current name of the corporation is **KINGPIN BRAND TATTOO NEEDLES, INC.**

The current mailing address of the corporation is: P.O. Box 530006
St. Petersburg, FL 33747

Date of incorporation/qualification: 01/06/1999 Document No. P9900000601

ARTICLES OF AMENDMENT

1. Amendments adopted:

a) **ARTICLE I. NAME**

Change Article I to read: The name of the corporation shall be:

KINGPIN TATTOO SUPPLY, INC.

b) **ARTICLE III. SHARES**

Change Article III to read: The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

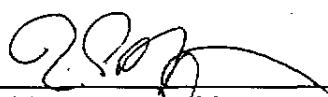
One Thousand (1,000) Shares

2. The date of this Amendment's adoption: April 29, 2003.

3. Adoption of Amendment

The foregoing Articles of Amendment of the corporation were approved and authorized by joint resolution duly adopted by its sole shareholder and director.

Signed this 29th day of April, 2003.



David Mayer, President