

September 10, 1999

Florida Dept. Of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

8000002984578-3
-09/13/99-01031-004
*****35.00 *****35.00

Subj: Incorporation of COCOAMOE'S SANDAL & ACTIVEWEAR, INC.

Dear Sir:

Enclosed please find the following:

1. The original and one copy of the Amendment to Articles of Incorporation for the subject corporation.
2. A check in the amount of \$35.00 to cover the filing fees for the Amendment to the existing Articles.

Kindly acknowledge filing of this Amendment to the Articles of incorporation, in compliance with Florida law and return the certified copy of the Amendment to the Articles of Incorporation to the undersigned at Atlantic Legal Services, Inc., 1592 N. HWY A1A, Satellite Beach, FL 32937. Telephone Number (407) 773-2020

Thank you for your assistance in this matter.

Sincerely,

Constance L. O'Connor
Constance L. O'Connor

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Amend
9-13-99

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SECRETARY OF STATE
TALLAHASSEE, FL 32314

AMENDMENT TO ARTICLES
OF
COCOAMOE'S SANDAL & ACTIVEWEAR, INC.

ARTICLE I.

The name of the Corporation is COCOAMOE'S SANDAL &
ACTIVEWEAR, INC., which was duly incorporated on March 22, 1999.

ARTICLE II.

The name and address of each of the officers of the
Corporation is changed as follows:

DAVID A. BUTLER
329 Avenue A.
Melbourne Beach, Florida 32951

JONATHAN W. CHEATHAM
675 Fern Drive
Merritt Island, Florida 32952

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TALLAHASSEE, FLORIDA

ARTICLE III.

The name and address of the directors of the Corporation is
changed as follows:

DAVID A. BUTLER
329 Avenue A.
Melbourne Beach, Florida 32951

JONATHAN W. CHEATHAM
675 Fern Drive
Merritt Island, Florida 32952

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation has changed to 2280 Avocado Ave., #10, Melbourne, Florida 32935 and the name of the registered agent of this corporation at that address is changed to DAVID A. BUTLER.

All other Articles of the Corporation remain unchanged.

The Directors and Shareholders of the Corporation have accepted the resignation of the two Directors, CONSTANCE L. O'CONNOR and BRIAN O'CONNOR, the resignation of the Registered Agent, CONSTANCE L. O'CONNOR, the designation of the new Registered Agent, DAVID A. BUTLER, and the change of address of the registered office of the corporation approved at the Special meeting of the Directors and Shareholders, September 8, 1999.

A true copy of the resignation of the Registered Agent is attached hereto as Exhibit "A".

A true copy of the Designation of the Registered Agent is attached hereto as Exhibit "B".

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

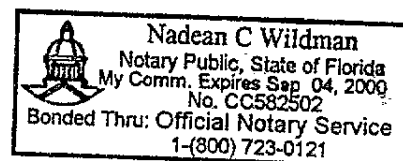
IN WITNESS WHEREOF, the undersigned has executed this
Amendment on the 10th day of September 1999, in Satellite Beach,
Florida.

Constance L. O'Connor
CONSTANCE L. O'CONNOR
DIRECTOR, SHAREHOLDER &
REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared CONSTANCE L. O'CONNOR, who has
SWORN TO AND SUBSCRIBED before me this 10th day of September, 1999
to be the person who executed this Amendment, and she
acknowledged before me that she executed this Amendment for
COCOAMOE'S SANDAL & ACTIVEWEAR, INC., on behalf of the
Corporation and has presented FL/DL 0256-112-71- as
identification. 849-0

Nadean C. Wildman
Notary Public



DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034, Florida Statutes, the following is submitted:

That COCOAMOE'S SANDAL & ACTIVEWEAR, INC., a Florida corporation, filed on March 22, 1999 under the laws of the State of Florida, with its principal office at 2280 Avocado Ave. #10, Melbourne, Florida 32935, has named DAVID A. BUTLER, located at 2280 Avocado Ave., #10, Melbourne, Brevard County, Florida 32935, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

FL/DL

B346-161-60-089-0



DAVID A. BUTLER
Registered Agent

RESIGNATION OF REGISTERED AGENT OF COCOAMOE'S SANDAL &
ACTIVEWEAR, INC.

I, the undersigned, being the Registered Agent of COCOAMOE'S
SANDAL & ACTIVEWEAR, INC., hereby resign as Registered Agent of
the said Corporation approved by the shareholders and directors
in the Special Meeting as of September 8, 1999

Dated: _____

9/10/99

Constance L. O'Connor

CONSTANCE L. O'CONNOR

As Registered Agent, Director
and Shareholder

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