

ROBERT K. EDDY & ASSOCIATES

ATTORNEYS AT LAW

808 W. DE LEON STREET
TAMPA, FLORIDA 33606

ROBERT K. EDDY
CRAIG ROTHBURN
Certified Circuit Court Mediator

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August 10, 1999

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

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*****35.00 *****35.00

RE: HARTLEY PURDY ARCHITECTURE, Inc.
File No. 4196
Document No. P99000029867

Dear Clerk:

Please find enclosed the Articles of Amendment to Articles of Incorporation of HARTLEY PURDY ARCHITECTURE, Inc., a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation of HARTLEY PURDY ARCHITECTURE, Inc., documents pertaining to the resignation of Robert K. Eddy as director and officer as well as his assignment of stock subscription, and the Minutes For The Annual Meeting Of Shareholders and the Minutes For The Annual Meeting Of The Board Of Directors for 1999, for filing with your office together with our firm's check in the amount of \$35.00.

Please return a date-stamped copy of the filed Articles of Amendment to Articles of Incorporation of HARTLEY PURDY ARCHITECTURE, Inc., and Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation of HARTLEY PURDY ARCHITECTURE, Inc., to our office.

I have enclosed a copy of each document, along with a self-addressed stamped envelope for your convenience. Please call with any questions. Thank you!

Very truly yours,

ROBERT K. EDDY & ASSOCIATES, P.A.

Robert K. Eddy, Esquire
RKE/pf
ENCLOSURES

FILED
99 AUG 12 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*P99000029867
Amended
2/28/00*

Check No: 7999

Self-addressed stamped envelope

Original and copy of Written Statement

Original and copy of Articles of Amendment

Copy of Resignation and Assignment

Copy of Annual Meetings

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
HARTLEY PURDY ARCHITECTURE, INC.**

WHEREAS, the Articles of Incorporation of HARTLEY PURDY ARCHITECTURE, INC., (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 1st day of April, 1999:

WHEREAS, the original incorporator ROBERT K. EDDY resigned his positions as officer and director and assigned his stock subscription on June 1, 1999, as evidenced by the attached documents.

WHEREAS, The Shareholders then elected MARK HARTLEY and SCOTT PURDY as directors and officers as evidenced by the attached Minutes Of The Annual Meeting Of Shareholders Of HARTLEY PURDY ARCHITECTURE, INC. FOR 1999 and the Minutes Of The Annual Meeting Of The Board Of Directors Of HARTLEY PURDY ARCHITECTURE, INC., For 1999 respectively.

WHEREAS, it is the intention of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation entitled to vote, that the Articles of Incorporation be amended in accordance with the proposed amendments hereinafter set forth; and

WHEREAS, the proposed amendments to the Articles of Incorporation hereinafter set forth were approved by consent of a majority of the directors of the Corporation and a majority of the stockholders of the Corporation entitled to vote, said majority being sufficient for approval, pursuant to the provisions of Sections 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 6th day of August, 1999, and there

are no other voting groups entitled to vote on the amendments;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendments hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in their entirety the present Articles II, VII, IX and X, and by substituting therefore the following:

ARTICLE II

The principal office of the corporation and the business mailing address of the corporation shall be:

1207 North Himes Avenue, Suite 3
Tampa, Florida 33607

ARTICLE VII

The names and post office addresses of the members of the Board of Directors, until the first annual meeting of the stockholders are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Mark Hartley	1207 North Himes Avenue, Suite 3 Tampa, Florida 33607
Scott Purdy	1207 North Himes Avenue, Suite 3 Tampa, Florida 33607

ARTICLE IX

The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Mark Hartley President, Secretary	1207 North Himes Avenue, Suite 3 Tampa, Florida 33607

Scott Purdy
Vice-President, Treasurer

1207 North Himes Avenue, Suite 3
Tampa, Florida 33607

ARTICLE X

The names and post office addresses of each subscriber / incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>NUMBER OF SHARES:</u>
Mark Hartley	1207 North Himes Avenue, Suite 3 Tampa, Florida 33607	500
Scott Purdy	1207 North Himes Avenue, Suite 3 Tampa, Florida 33607	500

IN WITNESS WHEREOF, these Amendments to Articles of Incorporation are hereby executed on behalf of the Corporation by its Subscribers / Incorporators representing the majority of the outstanding shares of the corporation this 6th day of August, 1999.

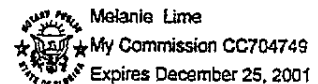
HARTLEY PURDY ARCHITECTURE, INC.

By: Mark S. Hartley
MARK HARTLEY, as its Subscriber / Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On the day above shown, before me personally appeared MARK HARTLEY, to me known to be the person described in and who executed the foregoing instrument, and duly and severally acknowledged to me that he executed the same. He is personally known to me or produced as identification a _____ and did take an oath.

Melanie Lime
NOTARY PUBLIC
My commission expires:



By: SCOTT PURDY
SCOTT PURDY as its Subscriber / Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On the day above shown, before me personally appeared SCOTT PURDY, to me known to be the person described in and who executed the foregoing instrument, and duly and severally acknowledged to me that he executed the same. He is personally known to me or produced as identification a _____ and did take an oath.

Melanie Lime
NOTARY PUBLIC

My commission expires:

 Melanie Lime
My Commission CC704749
Expires December 25, 2001

**WRITTEN STATEMENT MANIFESTING DIRECTOR AND STOCKHOLDER
APPROVAL OF AN AMENDMENT TO THE ARTICLES OF INCORPORATION OF
HARTLEY PURDY ARCHITECTURE, INC.**

The undersigned, the directors and stockholders of HARTLEY PURDY ARCHITECTURE, INC., whose Articles of Incorporation were filed with and approved by the Secretary of State of Florida on the 1st day of April, 1999, hereby manifest their intention that the Articles of Incorporation of HARTLEY PURDY ARCHITECTURE, INC., be amended pursuant to the provisions of Sections 607.0821 and Section 607.0704, Florida Statutes, by deleting in their entirety the present Articles II, VII, IX, and X and by substituting therefor the following:

ARTICLE II

The principal office of the corporation and the business mailing address of the corporation shall be:

1207 North Himes Avenue, Suite 3
Tampa, Florida 33607

ARTICLE VII

The names and post office addresses of the members of the Board of Directors, until the first annual meeting of the stockholders are as follows:

NAME:

ADDRESS:

Mark Hartley

1207 North Himes Avenue, Suite 3
Tampa, Florida 33607

Scott Purdy

1207 North Himes Avenue, Suite 3
Tampa, Florida 33607

ARTICLE IX

The names and post office addresses of the officers of the corporation until the first annual meeting of the stockholders are as follows:

NAME:

ADDRESS:

Mark Hartley
President
Secretary

1207 North Himes Avenue, Suite 3
Tampa, Florida 33607

Scott Purdy
Vice-President
Treasurer

1207 North Himes Avenue, Suite 3
Tampa, Florida 33607

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

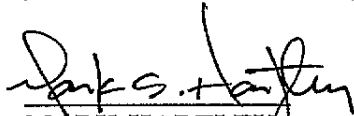
ARTICLE X

The names and post office addresses of each subscriber / incorporator of the Articles of Incorporation and the number of shares of common stock which he or she agrees to take are as follows:

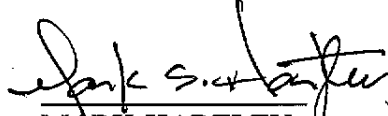
<u>NAME:</u>	<u>ADDRESS:</u>	<u>NUMBER OF SHARES:</u>
Mark Hartley	1207 North Himes Avenue, Suite 3 Tampa, Florida 33607	500
Scott Purdy	1207 North Himes Avenue, Suite 3 Tampa, Florida 33607	500

IN WITNESS WHEREOF, we have executed this written statement this 6th day of August, 1999.

DIRECTORS


MARK HARTLEY

STOCKHOLDERS


MARK HARTLEY

NUMBER OF SHARES

500


SCOTT PURDY


SCOTT PURDY

500

MINUTES OF THE ANNUAL MEETING
OF
SHAREHOLDERS
OF
HARTLEY PURDY ARCHITECTURE, INC.
FOR 1999

MINUTES of the Annual Meeting of Shareholders, held at Tampa,
Florida, on the 1st day of JUNE, 1999, at 10 o'clock .m.

The meeting was duly called to order by the President who stated the object of the meeting and requested the election of a chairman.

On motion duly made and carried, a voice vote was taken and MARK HARTLEY was elected Chairman of the Meeting.

The Secretary then read the executed Waiver of Notice of Meeting and called the roll of Shareholders and found that all shareholders were present in person. A copy of the Waiver of Notice of Meeting is appended to these Minutes.

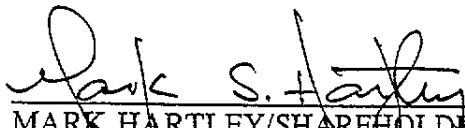
The Chairman then stated that a Majority of the total number of outstanding shares of the Corporation was represented, thus constituting a quorum.

The President then presented his report, and after discussion, the report was accepted.

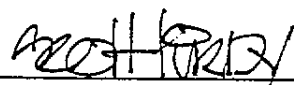
The Chairman noted that it was in order to consider electing a Board of Directors for the ensuing year. Upon nominations duly made, seconded and carried, the following persons were elected as Directors of the Corporation, to serve for a period of one year and until such time as their successors are elected and qualify:

MARK HARTLEY
SCOTT PURDY

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the meeting was adjourned.


MARK HARTLEY/SHAREHOLDER


MARK HARTLEY/SECRETARY


SCOTT PURDY/SHAREHOLDER

MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS
OF
HARTLEY PURDY ARCHITECTURE, INC.,
FOR 1999

MINUTES of the meeting of the Board held at Tampa,
Florida, on the 15th day of June, 1999 at 10 o'clock pm.

The President of the Corporation called the meeting to order.

The Secretary called the roll and the following Directors were found present:

MARK HARTLEY
SCOTT PURDY

The Secretary reported that all Directors had signed a Waiver of Notice of the Meeting and a copy is appended to these Minutes.

The President then stated that a quorum was present and the meeting was ready to transact business.

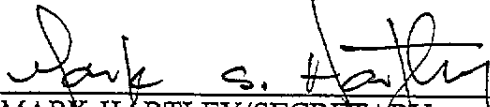
The President presented his report, and after discussion, the report was accepted.

On Motion duly made, seconded, and carried, the meeting proceeded to the election of Officers for the ensuing year.

The following Officers were thereupon duly elected.

President:	MARK HARTLEY
Vice-President:	SCOTT PURDY
Secretary:	MARK HARTLEY
Treasurer:	SCOTT PURDY

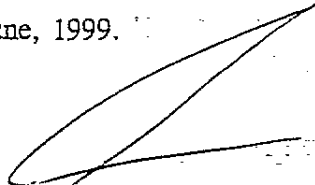
On Motion duly made, seconded and carried, the meeting was adjourned.


MARK HARTLEY/SECRETARY

RESIGNATION OF OFFICER AND DIRECTOR

I, ROBERT K. EDDY, HEREBY resign all offices held by me in HARTLEY PURDY ARCHITECTURE, INC., a Florida corporation, and as a director of said corporation, effective immediately upon the execution of this Resignation.

Executed this 1ST day of June, 1999.

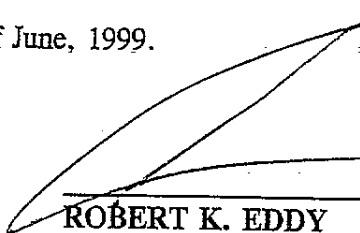
A handwritten signature in black ink, appearing to be 'R. Eddy', written over a horizontal line.

ROBERT K. EDDY

ASSIGNMENT OF SUBSCRIPTION

I HEREBY assign to HARTLEY PURDY ARCHITECTURE, INC., all of my rights to subscribe to One Share (1) of the capital stock of HARTLEY PURDY ARCHITECTURE, INC., a Corporation, organized under the laws of the State of Florida, which I have acquired either by virtue of being Incorporator or one of the Incorporators of said Corporation, the Subscriber to the Articles of Incorporation or a Subscriber to the capital stock of the Corporation.

Executed this 1st day of June, 1999.



ROBERT K. EDDY