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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Bed City Accessories, Inc. P99000067307
(Corporation Name) (Document #)

2. _____
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. COULLETTE FEB 08 2000

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BED CITY & ACCESSORIES, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Andre L. Baker
Secretary:	Alvin D. Strong
Treasurer:	Alvin D. Strong

SECOND: Article 5 shall be amended to state:

President:	Nathaniel Strong
Secretary:	Alvin D. Strong
Treasurer:	Alvin D. Strong

whose addresses shall be the same as the principal address of the Corporation.



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THIRD: Article 6 of the Articles of Incorporation states Directors as:

Andre L. Baker
Alvin D. Strong

FOURTH: The Directors of the Corporation shall be changed to:

Alvin D. Strong
Nathaniel Strong

whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 31 January 2000.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 31 January 2000.



Nathaniel Strong, Chairman of the Board of
Directors



SPIEGEL & UTRERA, P.A.
L A W Y E R S

www.amerilawyer.com

343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479