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BASIC AMENDMENT

NATHLEENE BOUTIQUE, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 9, 1999

NATHLEENE BOUTIQUE, INC.
C/O ROBERT D. ROYSTON, JR.
PO DRAWER 60205
FORT MYERS, FL 33906

SUBJECT: NATHLEENE BOUTIQUE, INC.
REF: P99000084049

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Darlene Connell
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

AUDIT NO. H99-31303
NATHLEENE BOUTIQUE, INC.
AMENDMENT TO ARTICLES OF INCORPORATION

Pursuant to Florida Statutes, Section 607.1003 and 607.1006, NATHLEENE BOUTIQUE, INC., files the following amendment to its Articles of Incorporation filed September 22, 1999, document number - 899000084049.

1. TEXT OF AMENDMENT. The name of the corporation shall be changed to NATHLEENE BOUTIQUE, INC..

2. DATE ADOPTED. The amendment was adopted by written consent signed by all of the directors and shareholders in and of NATHLEENE BOUTIQUE, INC., pursuant to Florida Statutes, Sections 607.0821, 607.0704 and 607.1003, dated the 27th day of October, 1999.

Michele Gratesol

MICHELE GRATESOL, President of
NATHLEENE BOUTIQUE, INC.

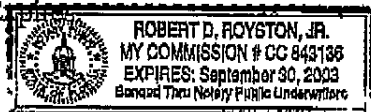
Natalie Palmer
Attest: NATALIE PALMER, Secretary of
NATHLEENE BOUTIQUE, INC.

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 27th day of October, 1999, by MICHELE GRATESOL, as President of NATHLEENE BOUTIQUE, INC., a Florida Corporation, on its behalf.

My Commission Expires

SEAL



[Signature]
Notary Public, State of Florida

(printed name of notary)

Personally Known OR Produced Identification
Type of Identification Produced FLA DRIVER'S LIC.

Prepared By:

Robert D. Royston, Jr., Esq. - Fla. Bar No. 334960
Costello, Sims & Royston
P.O. Drawer 60205, Fort Myers, FL, 33906
(941) 939-2222

AUDIT NO. H99-31303