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AUTHORIZATION : *Patricia Pigato*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 18, 2001

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CUSTOMER NO: 4718535

CUSTOMER: Kevin Lottes, Esq
Porter Wright Morris & Arthur
Suite 300
5801 Pelican Bay Boulevard
Naples, FL 34108

DOMESTIC AMENDMENT FILING

NAME: JMD CORPORATION OF SOUTHWEST
FLORIDA

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

G. COULLETTE APR 18 2001

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS: _____

RECEIVED
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DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
JMD CORPORATION OF SOUTHWEST FLORIDA**

FILED
APR 18 PM 12:42
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, JMD CORPORATION OF SOUTHWEST FLORIDA (the "Corporation") adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:
Article II is hereby amended to read as follows:

"The Corporation shall have the power to engage in all business related to operating a Franchise Business with Your Office, USA."

Article IX is hereby amended to read as follows:

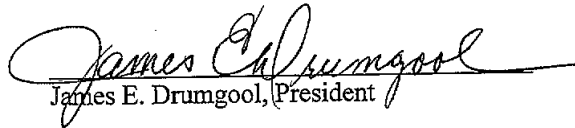
"The principal place of business and mailing address of this Corporation shall be 800 Laurel Oak Drive, Second Floor, Naples, Florida 34108."

SECOND: The date of the amendments' adoption is April 13, 2001.

THIRD: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 13th day of April, 2001


James E. Drumgool, President