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LAW OFFICES
PATTI A. CHRISTENSEN, P.A.
FIRST UNION BANK BUILDING
24 CATHEDRAL PLACE
SUITE 506
ST. AUGUSTINE, FLORIDA 32084

PATTI A. CHRISTENSEN

TEL 904 829-2555
FAX 904 826-1005

April 6, 2000

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100003202091--8
-04/10/00--01139--003
*****35.00 *****35.00

Re: Filing Amendment to Articles of Incorporation
Fairy Godmothers, Inc.

Dear Representative:

With this letter please find enclosed Articles of Amendment for Fairy Godmothers, Inc.

I also enclose our firm check in the amount of \$35 for the cost of processing this. Please provide me with a copy of the Amendment stamped by your office verifying that it has been filed of record

Thank you for your assistance in this matter. Please call if you have any questions.

Best regards,

Patti Christensen

For Barbara S. Conrad
Legal Assistant
For the Firm

*Amend
4-18-00
PAC*

/bc
Enclosures

FILED
00 APR 10 AM 10:19
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF

FAIRY GODMOTHERS, INC.

FILED
00 APR 10 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII of the Articles of Incorporation of FAIRY GODMOTHERS, INC. is hereby amended to read as follows:

ARTICLE VIII

DIRECTORS

This corporation shall initially have four (4) directors. The number of directors may be increased or decreased from time to time in accordance with the provisions of the corporation by-laws adopted by the stockholders. The name and address of the first directors are:

<u>NAME</u>	<u>ADDRESS</u>
SUE WILLIAMS	2854 Coastal Highway St. Augustine, FL 32095
MARIE SQUILLACE	2854 Coastal Highway St. Augustine, FL 32095
RENA CARNEY	2854 Coastal Highway St. Augustine, FL 32095
ELIZABETH DANEMAN	2854 Coastal Highway St. Augustine, FL 32095

2. This amendment is made by the incorporator.

IN WITNESS WHEREOF, the undersigned, as all of the incorporators and shareholders of this corporation, has executed this amendment.

DATE: December 9, 1999.

Adopted

Rena Carney, President
RENA CARNEY

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RENA

CARNEY as all of the incorporators and shareholders of FAIRY GODMOTHERS, INC., known to me to be the person described as the subscribers in and who executed the foregoing Articles of Amendment, and acknowledged before me that she subscribed to that Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in St. Augustine, St. Johns County, Florida, this 31 day of December, A.D., 1999.



Notary Public, State of Florida
at Large

My Commission Expires: _____

OFFICIAL SEAL
PATTI A. CHRISTENSEN
Notary Public, State of Florida
My Comm. expires February 1, 2002
Comm. No. 00712585