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FILED
JAN 26 AM 9:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

January 24, 2000

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

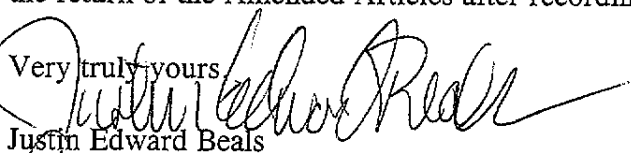
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Re: AMENDED ARTICLES OF INCORPORATION

Gentlemen:

Enclosed please find Articles of First Amendment to the Articles of Incorporation of Terry's Hideaway, Inc. reflecting additional shares of capital stock to be issued, and our office check in the amount of \$35.00 to cover the filing fee. Also enclosed is a self-addressed envelope for the return of the Amended Articles after recording.

Very truly yours,


Justin Edward Beals

JEB/jm
enc

Amend

V. SHEPARD FEB 3 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
TERRY'S HIDEAWAY, INC.**

Article VI of the Articles of Incorporation of **TERRY'S HIDEAWAY, INC.** is hereby amended to read as follows:

ARTICLE VI

CAPITAL STOCK. The aggregate number of shares of stock that this Corporation shall have authority to issue is ONE HUNDRED THOUSAND (100,000) shares of ONE CENT (\$0.01) per share par value of common stock. The Corporation shall have only one class of stock.

The foregoing amendment to the Articles of Incorporation of **TERRY'S HIDEAWAY, INC.**, was duly adopted by the shareholders of the Corporation as of December 6, 1999.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles of First Amendment on January 19, 2000.

TERRY'S HIDEAWAY, INC.

BY:


President

STATE OF FLORIDA)

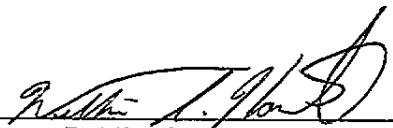
COUNTY OF PAUMotu BEACH)

The foregoing ARTICLES OF FIRST AMENDMENT TO THE ARTICLES OF INCORPORATION OF TERRY'S HIDEAWAY, INC. was acknowledged before me this 19 day of January, 2000, by **TERRY CARROLL**, who is personally known to me or who has produced a _____ as identification and did/did not take an oath.

Rubber Stamp Seal



OFFICIAL NOTARY SEAL
WILLIAM S. HART
COMMISSION NUMBER
CC815779
MY COMMISSION EXP
MAR. 8, 2003



Notary Public, State of Florida