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CHARTERED

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**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

PLEASE REPLY TO:

POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

October 20, 1997

FILED
97 OCT 31 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

500002328810-7
-10/24/97-01035-020
*****87.50 *****87.50

Re: Attitudes International, Inc.

Dear Sir or Madam:

Please find enclosed a Certificate of Amendment for Attitudes International, Inc. Please file the Certificate and provide a certified copy to me at the above stated address. Also enclosed is this firm's check in the amount of \$87.50 in payment of the filing fee and obtaining a certified copy.

Please contact me at the above number if you have any questions.

Sincerely,

Brad Rossway

BRADLEY W. ROSSWAY
For the Firm

*Sharon Hood gave Authorization
By phone to remove "initially" & "Initial"
from Document. 10/31 BWR*

BWR/eof

Enclosures

VS NOV 4 1997

Amend

CERTIFICATE OF AMENDMENT
ATTITUDES INTERNATIONAL, INC.

Attitudes International, Inc., a corporation of the State of Florida, whose registered office is located at 2920 Piper Drive, Vero Beach, FL 32960, certifies pursuant to the provisions of Florida Chapter 607.0202, that at a meeting of the stockholders of said corporation called for the purpose of amending the articles of incorporation, and held on May 14, 1997, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that Articles V and VIII of the Articles of Incorporation are amended to read as follows:

ARTICLE V. PRINCIPAL OFFICE

The principal office, or the mailing address of the corporation is: 2920 Piper Drive, Vero Beach, FL 32960.

ARTICLE VIII. MANAGEMENT BY DIRECTORS

This corporation shall not have more than 35 shareholders. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the Directors. This corporation shall have three (3) director(s) and/or officer(s).

~~initially~~ The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the ~~initial~~ directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Robert D. Scott	295 14 th Avenue, Vero Beach, FL	President/Director
George W. Godfrey	2783 Camden Road, Clearwater, FL	Chairman/Director
Jeanette A. M. Godfrey	2783 Camden Road, Clearwater, FL	Secretary/Director

Signed on June 9, 1997.

Attitudes International, Inc.

BY Robert D. Scott
President

Jeanette A. M. Godfrey
Secretary