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A founding member of the Advocates For Estate And Wealth Planning, P.L.C.

aw Offices

Paralegals:

Janet M. Scott Benjamin D. Warren

Florida Department of State

Attn: Corporate Records Division

P.O. Box 6327

Tallahassee, FL 32314

Re:

Rose Lea International Services, Incorporated

Document #S96454

Dear Sir:

Please be advised that this firm represents Raymond L. Morris and Rosemarie A.E. Morris in connection with the above-referenced matter.

February 17, 2004

Enclosed for filing are the following documents:

1. Original Articles of Amendment to Articles of Incorporation

2. Check in the amount of \$43.75 representing filing fee of \$35.00 and fee of \$8.75 for a certified copy of the Articles of Amendment

Please file the Amendment with the State of Florida and return a certified copy to the undersigned in the envelope provided.

Should you have any questions concerning this matter, please feel free to give us a call.

Respectfully,

RUBINO & ASSOCIATES, P.L.C.

Nicholas J. RubinoFlorida Board Certified
Wills, Trusts, Estale Law

David Pilcher

Timothy E. DePalma

Board Certified Trial Attorney Of Counsel

David Pilcher

DP:jms

Enclosures

cc: Raymond L. Morris, President

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ARTICLES OF AMENDMENT

FILED 04 FEB 19 PM 12: 47 PLCRETARY OF STATE PLLAHASSEE, FLORIDA

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TO ARTICLES OF INCORPORATION

OF

ROSE LEA INTERNATIONAL SERVICES, INCORPORATED

The undersigned, as the President and Secretary of ROSE LEA INTERNATIONAL SERVICES, INCORPORATED, a Florida Corporation, hereby manifests their intentions that the following Articles of Amendment to the Articles of Incorporation be made.

ARTICLE IV of said Articles of Incorporation, which presently reads:

"The capital stock of this corporation shall be One Thousand (1,000) shares of the par value of One Dollar (\$1.00) per share, making the total One Thousand Dollars.

shall be amended to read as follows:

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
5,000	\$0.01	Common - Voting
5,000	\$0.01	Common - Non- voting

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any elec-

tion of directors of the Corporation.

This amendment was so adopted and approved by the shareholders. The number of votes cast for the amendment was sufficient for approval to be effective on the date of filing of these Articles of Amendment with the Department of State, State of Florida.

Date of adoption: 12/30/03

IN WITNESS WHEREOF, the undersigned, as the President and Secretary of this corporation has executed these Articles of Amendment this 30 day of December, 2003.

ROSE LEA INTERNATIONAL, INCORPORATED

By:

RAYMOND L. MORRIS

President and Secretary

STATE OF FLORIDA

COUNTY OF ORANGE

Sworn to and subscribed before me by RAYMOND L. MORRIS, as President and Secretary of ROSE LEA INTERNATIONAL SERVICES, INCORPORATED, who has produced a Florida Driver's License as identification this 30th day of December, 2003.

NOTARY PUBLIC

My Commission Expires:

JANET M. SCOTT

MY COMMISSION # CC 942204

EXPIRES: October 5, 2004

Bonded Thru Notary Public Undorwriters

(NOTARIAL SEAL)