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September 30, 1997

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

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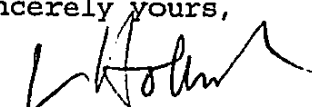
Re: RAIL SOUTH, INC.

Dear Sir/Madam:

Enclosed are an original and one copy of Amendment to Articles of Incorporation of Rail South, Inc. Please file the original and return a stamped copy to me. Enclosed is a check in the amount of \$35.00 for the fee.

Thank you very much for your cooperation.

Sincerely yours,


H. LEON HOLBROOK

HLH/ss
Enclosure

FILED
97 OCT -1 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
10-4

AMENDMENT TO ARTICLES OF INCORPORATION
OF
RAIL SOUTH, INC.

FILED
97 OCT - 1 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Rail South, Inc. are hereby amended so that Article FIRST shall hereafter read as follows:

"FIRST: The name of this corporation is: SISTARE ENTERPRISES, INC."

This Amendment was adopted by the directors and stockholders on September 30, 1997. The Amendment was approved by unanimous consent of all stockholders entitled to vote.

IN WITNESS WHEREOF, these Articles of Amendment have been executed on behalf of the corporation this 30th day of September, 1997.



JAMES B. SISTARE, President