G14175

THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 055217 81445A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 43.75

ORDER DATE : December 7, 1998

ORDER TIME : 3:40 PM

ORDER NO. : 055217-005

600002705516--3

CUSTOMER NO: 81445A

CUSTOMER: C. Guy Batsel, Esq
Batsel Mckinley Ittersagen
Suite 204
1861 Placida Road
Englewood, FL 34223

DOMESTIC AMENDMENT FILING

EFFECTIVE DATE 1-1-99

NAME: ARIEL LTD., INC.

FILED
98 DEC -7 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT N/C
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: ____

RECEIVED
98 DEC -7 PM 4:20
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 8, 1998

CSC
JANICE VANDERSLICE
TALLAHASSEE, FL

RESUBMIT
Please give original submission date as file date.

SUBJECT: ARIEL LTD., INC.
Ref. Number: G14175

We have received your document for ARIEL LTD., INC. and your check(s) totaling $43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 398A00057814

RECEIVED
98 DEC 17 AM 8:49
DIVISION OF CORPORATION

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT

Please give original submission date as file date.

RESUBMIT

Please give original submission date as file date.

December 17, 1998

CSC
JANICE VANDERSLICE
TALLAHASSEE, FL

SUBJECT: ARIEL LTD., INC.
Ref. Number: G14175

We have received your document for ARIEL LTD., INC. and the authorization to debit your account in the amount of $43.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00059294

RECEIVED
99 JAN -6 PM 3:55

EFFECTIVE DATE
1-1-99

98 DEC -7 PM 4:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT OF
ARIEL LTD., INC.

1. The following provisions of the Articles of Incorporation of Ariel Ltd., Inc., a Florida corporation, filed in Tallahassee on December 20, 1982, be and hereby are amended in the following particulars, effective January 1, 1999:

Article I be and hereby is amended to read as follows:

"The name of the corporation is Cotby, Inc.

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 18 day of November, 1998.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 19th day of November, 1998.

ARIEL LTD., INC.
a Florida corporation

By: Greg Magratten
Greg Magratten, President

By: Dorothy Magratten
Dorothy Magratten, Secretary

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 19th day of November, 1998, by Greg and Dorothy Magratten, as President and Secretary of ARIEL LTD., INC., a Florida corporation, on behalf of the corporation and who are personally known to me or who have produced their Florida drivers licenses as identification and who did/did not take an oath.

Cathy Claus
NOTARY PUBLIC

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NOTARY PUBLIC STATE OF FLORIDA
Cathy Claus
MY COMMISSION # CC653171 EXPIRES
June 5, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

WAIVER OF NOTICE OF SPECIAL MEETING OF SHAREHOLERS AND DIRECTORS OF ARIEL LTD., INC .

The undersigned, being a majority of the Shareholders and Directors of ARIEL LTD., INC., a corporation organized under the laws of the State of Florida, do hereby waive all statutory requirements as to notice of time, place and purpose of the special meeting of the Directors of said corporation and the publication thereof and consent that the meeting shall be held at the offices of the corporation on the 18 day of November, 1998, at 8 P.M ~~am~~/pm of that day, and consent to the transaction of any and all business that may properly come before said meeting.

ARIEL LTD., INC.
a Florida corporation,

BY: Greg Magratten
Greg Magratten
President, Director, Shareholder

BY: Dorothy Magratten
Dorothy Magratten
Secretary, Director, Shareholder

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MINUTES OF SPECIAL MEETING OF SHAREHOLDERS AND DIRECTORS OF ARIEL LTD., INC.

The Joint Special Meeting of Shareholders and Directors of ARIEL LTD., INC., a Florida corporation, was held at the offices of the corporation on the 18 day of November, 1998, at 8 am/pm of that day. Greg Magratten, presided as Chairman of the meeting and Dorothy Magratten acted as Secretary thereof.

The Chairman called the meeting to order and read the roll call of Shareholders and Directors. The following persons were present: Greg Magratten and Dorothy Magratten.

The following persons were present by proxy: None.

The Chairman stated that there was a quorum of Shareholders and Directors for the conduct of the business before the meeting.

The Secretary thereupon presented the Waiver of Notice of the meeting signed by Greg Magratten and Dorothy Magratten and such document was ordered to be made part of the minutes of the meeting.

The Chairman then stated that the purpose of this meeting was to discuss and ratify the following items of business:

1. Amendment of Articles of Incorporation;

2. Amendment of Bylaws; and

3. Appointment of Directors and Officers.

After discussion and upon motion duly made, seconded and unanimously carried, it was

RESOLVED AS FOLLOWS:

1. That the name of the corporation be changed to that of Cotby, Inc.

2. That the President and Secretary be and they are hereby authorized and directed to execute the Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.

3. That the Secretary be and hereby is authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the Bylaws of this corporation.

4. The persons whose names appear below were appointed Officers and Directors of the Corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Gregory Magratten	President/Director
Dorothy Magratten	Vice President/Secretary/Director
Brooks Magratten	Assistant Vice President/Director

5. That the President and Secretary be and hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

FURTHER RESOLVED, that all actions of the officers, directors and stockholders of the corporation from the date of their last meeting to the present date, be and same hereby are ratified and confirmed.

There being no business before the meeting, it was, upon motion duly made, seconded and carried, duly adjourned.

ARIEL LTD., INC., a Florida corporation

By: Greg Magratten

Greg Magratten
President, Director, Shareholder

By: Dorothy Magratten

Dorothy Magratten
Vice President, Secretary, Director, Shareholder

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