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BASIC AMENDMENT

SHADOW OAKS NURSERY, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 30, 2003

SHADOW OAKS NURSERY, INC.
49 SINCLAIR DRIVE
SARASOTA, FL 34240US

SUBJECT: SHADOW OAKS NURSERY, INC.
REF: P01000006463

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000204499
Letter Number: 203A00034183

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CORPORATE AFFIDAVIT

STATE OF FLORIDA

COUNTY OF SARASOTA

THE UNDERSIGNED, RONALD L. RAPP, herein called Affiant, says:

- 1. Affiant is the President and a Director of Shadow Oaks Nursery, Inc., a Florida corporation.
- 2. All Directors have approved the Amendment to the Articles of Incorporation.
- 3. Affiant is filing Articles of Amendment with this Affidavit in the records of the State of Florida.
- 4. Affiant hereby releases the use of the name "Shadow Oaks Nursery, Inc." so that Grigsby, Inc., can file an Amendment to Articles of Incorporation to change its corporate name to "Shadow Oaks Nursery, Inc."


Under penalties of perjury, Affiant declares that Affiant has read the foregoing affidavit and that the facts stated in it are true.



 RONALD L. RAPP

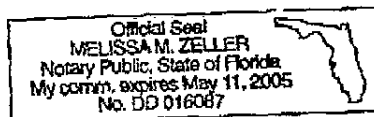
The foregoing instrument was acknowledged before me this 29 day of May, 2003 by RONALD L. RAPP, who is personally known to me or who has produced Driver's License as identification and who did not take an oath.

MY COMMISSION EXPIRES:



 Notary Public
 Print name:

Prepared by:
 Stephen F. Voigt, Jr., Esq.
 Voigt & Voigt, P.A.
 2042 Bee Ridge Road
 Sarasota, FL 34239



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

OF

SHADOW OAKS NURSERY, INC.

TO

RAPP ENTERPRISES, INC.

WHEREAS, SHADOW OAKS NURSERY, INC., with its principal office at 49 SINCLAIR DRIVE, SARASOTA, FLORIDA 34240, was duly incorporated as a corporation for profit under Chapter 607 Florida Statutes, and assigned document number P01000006463 on January 16, 2001, and;

WHEREAS, the undersigned RONALD L. RAPP, is the President of said corporation, which corporation has two (2) directors, as of this date, and

WHEREAS, it is the intent of the undersigned and the directors to amend the Articles of Incorporation of SHADOW OAKS NURSERY, INC. in order to change the name of said corporation to RAPP ENTERPRISES, INC., therefore,

WITNESSETH:

ARTICLE ONE - NAME of the Articles of Incorporation of SHADOW OAKS NURSERY, INC. is hereby amended to read as follows:

ARTICLE ONE - NAME

The name of this corporation is RAPP ENTERPRISES, INC.

This Amendment shall be effective upon the filing of these Articles of Amendment by the State of Florida, Department of State.

WITNESS my hand and seal at Sarasota, Sarasota County, Florida this 29 day of May, 2003.


RONALD L. RAPP, PRESIDENT

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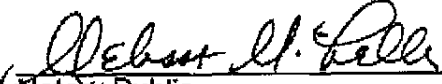
I CERTIFY that RONALD L. RAPP is the current President of SHADOW OAKS NURSERY, INC., which has two (2) directors, which directors have approved and adopted the above Amendment to Articles of Incorporation on May 29, 2003. This Amendment does not require Shareholder action.


RONALD L. RAPP, PRESIDENT AND DIRECTOR
and INCORPORATOR

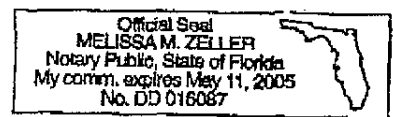
STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME personally appeared RONALD L. RAPP, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to me and before me that the executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 29 day of May, 2003.


Notary Public

MY COMMISSION EXPIRES _____



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