

LAW OFFICES OF
RICHARD D. GREEN

Richard D. Green, Esq.
John G. Locknicht, Esq.

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P9500004/696

March 17, 1997

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
POST OFFICE BOX 6327
TALLAHASSEE, FL 32314

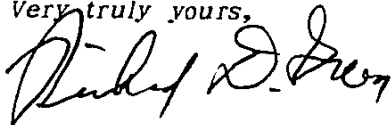
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*****35.00 *****35.00

Re: CARBOW ENTERPRISES, INC.

Gentlemen:

Enclosed are an original and one copy of the Amendment to Articles of Incorporation of Carbow Enterprises, Inc. Also enclosed is my trust check in the amount of \$35.00. Please return the documentation to this office when the Amendment is duly recorded.

Very truly yours,



RICHARD D. GREEN

RDG:ic
enc.

03/19/97 2 PM 2:19

Amend
3 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 21, 1997

RICHARD D. GREEN, ESQ.
1010 DREW STREET
CLEARWATER, FL 34615

SUBJECT: CARBOW ENTERPRISES, INC.
Ref. Number: P95000041696

We have received your document for CARBOW ENTERPRISES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 997A00014381

RECEIVED

97 JUN -2 PM 8:59

DIVISION OF CORPORATIONS

IC - do + do certificate

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

CARBOW ENTERPRISES, INC.

1. CORPORATE ADDRESS. The principal corporate address shall be 2623 Enterprise Road, Clearwater, FL 34623.

2. ARTICLE 6. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is Five Million Five Hundred Thousand (5,500,000). Such stock shall be of a single class and shall have a par value of One Cent (\$.01). All or any part of said common stock may be paid for in cash, in property, or in labor or services actually performed for the corporation.

3. ARTICLE 7. CONVERSION OF EXISTING SHARES. All owners of record of shares of the corporations stock as of the date of these articles of amendment shall be entitled to convert their shares of \$1 par to the new shares of \$.01 par at the rate of 100 shares of \$.01 par stock for each share of \$1 par stock.

4. ARTICLE 9. REGISTERED AGENT. The name and address of the registered agent for the corporation is:

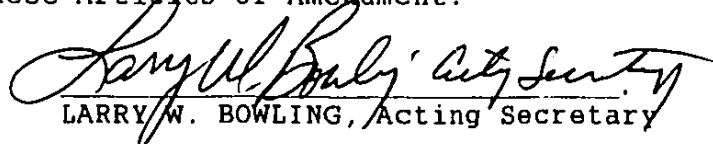
RICHARD D. GREEN, ESQ.
1010 DREW STREET, CLEARWATER, FL 34615

5. ARTICLE 12. BOARD OF DIRECTORS. The business of the Corporation shall be managed by a Board of one (1) Director. The number of Directors may be, as provided for by the By-Laws as adopted by the Shareholders, increased or decreased, with one (1) Director being sufficient to constitute the Board, and five (5) being the maximum. The name and address of the Director of this corporation is:

LARINDA BOWLING 2623 Enterprise Road, Clearwater, FL 34623

6. The foregoing Amendment was recommended to the Shareholders at the Special Board of Directors Meeting on 11/27/96 and was adopted by unanimous vote of the Shareholders of this corporation on 11/27/96 pursuant to Florida law.

IN WITNESS WHEREOF, the undersigned Acting Secretary of this corporation has executed these Articles of Amendment.


LARRY W. BOWLING, Acting Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, an officer authorized to take acknowledgments according to the laws of the State of Florida, duly qualified and acting, appeared LARRY W. BOWLING, the Acting Secretary of CARBOW ENTERPRISES, INC. to me personally known, or who produced the following identification _____ and acknowledged before me that he executed the foregoing instrument under authority duly vested in by said corporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal this 2nd day of May 1997.



NOTARY PUBLIC

(print type or stamp commissioned name of Notary Public)

My Commission Expires:



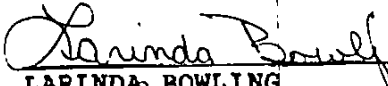
SCOTT KATZ
My Commission CC635410
Expires Feb. 29, 2000

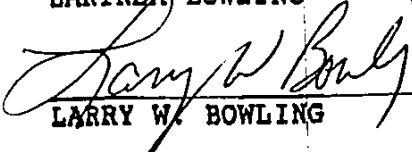
STATE OF FLORIDA
DEPARTMENT OF REVENUE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State
Naming Agent Upon Whom Process may be Served

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

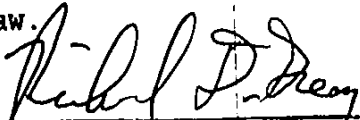
CARBOW ENTERPRISES, INC., a Corporation organized (or organizing) under the laws of the State of Florida with its principal office at 2623 Enterprise Road, Clearwater, FL 34623, County of Pinellas, State of Florida, has named Richard D. Green, Esq. 1010 Drew Street, Clearwater, Florida, 34615, County of Pinellas, State of Florida, as its agent to accept service of process within this state.


LARINDA BOWLING


LARRY W. BOWLING

ACCEPTANCE

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


Richard D. Green
Registered Agent