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February 20, 1997

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Dept. of State
Division of Corps.
P.O. Box 6327
Tallahassee, FL 32314

Re: Corporation Name Change

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NC

RECEIVED
MAR 7 1997
DIVISION OF CORPORATIONS

Dear Sir or Madam:

Please file the enclosed Articles of Amendment of Nile Imports, Inc. I have enclosed a check in the amount of \$35.00 to cover the expense.

Thank you for your assistance and should there be any questions, please do not hesitate to contact our office.

Very truly yours,

Demetrius J. Dawkins

Demetrius J. Dawkins
Legal Assistant

RECEIVED
97 MAR -7
DIVISION OF CORPORATIONS

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encl.



ARTICLES OF AMENDMENT
OF
NILE IMPORTS, INC.

By unanimous consent of all of the shareholders of Nile Imports, Inc., a Florida corporation, at a meeting held for that purpose on February 19, 1997, the following amendment to the Articles of Incorporation was adopted:

AMENDMENT I.

1. Article I of the Articles of Incorporation of Nile Imports, Inc., is amended to provide that the name of the Corporation shall be Capricorn II, Inc.
2. This Amendment shall be effective on the date of filing of these Articles of Amendment.

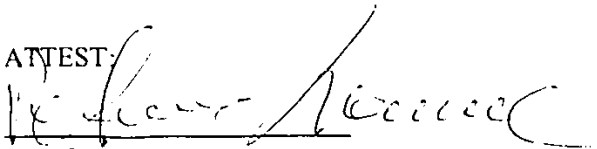
Dated this 19th day of February, 1997.

NILE IMPORTS, INC.

By: 

Peter Lane, President

ATTEST:


Peter Lane, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

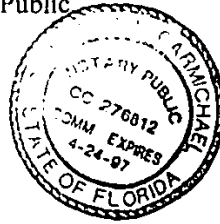
BEFORE ME, this day personally appeared Peter Lane, to me well known who acknowledged before me that he executed the foregoing Articles of Amendment as President and Secretary of Nile Imports, Inc., a Florida corporation, voluntarily and for the purposes therein expressed.

Dated this 19th day of February, 1997.

Demetrius J. Carmichael

Print Name: Demetrius J. Carmichael

Notary Public



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