

SKELTON, WILLIS & BENNETT
ATTORNEYS AT LAW

259 THIRD STREET NORTH

POST OFFICE DRAWER 30

ST. PETERSBURG, FLORIDA 33701-0030

JAMES P. BENNETT
ROBERT H. WILLIS, JR.
ROBERT H. WILLIS, JR.

February 26, 1997

TELEPHONE (813) 862-3907
(813) 86-4111
TELEFAX (813) 86-4111

BYRON M. SKELTON 1851-1878

P96000087642

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

300002103083--5
-03/04/97--01013--015
*****35.00 *****35.00

Re: Gulf Cities Marketing, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment to Articles of Incorporation of Gulf Cities Marketing, Inc. our firm's \$35.00 check and a return, stamped envelope.

Please file the original enclosures and return the enclosed copy of the Articles of Amendment of Articles of Incorporation duly certified under the seal of your office.

If there are questions or problems regarding this filing, please call me collect that we might forthwith forward to you the information necessary to correct any deficiency.

Thank you for your assistance.

Sincerely,

SKELTON, WILLIS & BENNETT


Robert H. Willis, Jr.

RHWJR/lmj
Enclosures

cc: Mr. and Mrs. H. Grady Hilton

553LT-INC

97 MAR 4 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

P96000087642
3-4-97
Amend CM

Articles of Amendment of Articles of Incorporation
of
GULF CITIES MARKETING, INC.

WHEREAS, pursuant to Article FIRST of Articles of Incorporation filed with the Secretary of State on the 24th day of October, 1996, Florida corporation document number P96000087642 was issued in the name of Gulf Cities Marketing, Inc. a Florida corporation ("Corporation"); and

WHEREAS, pursuant to Article SECOND of said Articles of Incorporation, the general purpose or purposes for which the Corporation was initially organized, and the business or objects or purposes proposed to be transacted, promoted or carried on by this Corporation, were to include taking all necessary, suitable and proper actions to be certified as a Minority Business Enterprise (MBE) by the Florida Department of General Services pursuant to chapter 288, Florida Statutes, and chapter 13C, Florida Administrative Code;

WHEREAS, pursuant to Article TENTH of said Articles of Incorporation, the Corporation reserves the right to amend any provision of said Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon stockholders pursuant to said Articles of Incorporation were granted subject to such reservation; and

WHEREAS, all Shareholders and Directors of Gulf Cities Marketing, Inc., desire to amend said Article SECOND of said Articles of Incorporation so as to expand the lawful purpose and business of the Corporation beyond Minority Business Enterprises as so certified by the Florida Department of General Services;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

1. Effective upon filing of these Articles of Amendment with the Secretary of State, State of Florida, Article SECOND of said Articles of Incorporation of the Corporation shall be amended by substitution of the following language:

"SECOND: The general purpose or purposes for which this Corporation is initially organized, and the business or objects or purposes proposed to be transacted, promoted or carried on by this Corporation, are to transact any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act."

2. The foregoing amendment was adopted by Shareholders and Director of the Corporation as of the 24th day of October, 1996.

97 MAY 11 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

3. In all other respects, Articles of Incorporation of the Corporation shall remain as they were prior to this amendment being adopted.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment as of this 24th day of October, 1996.

GULF CITIES MARKETING, INC.
a Florida corporation

By: N. Helen Hilton
N. Helen Hilton, as President

Attest: H. Grady Hilton, Jr.
H. Grady Hilton, Jr.,
as Secretary

[Seal]

STATE OF FLORIDA :
COUNTY OF PINELLAS :

The foregoing instrument was acknowledged before me this 24th day of January, 1997, by N. Helen Hilton, as President of the Gulf Cities Marketing, Inc., who is personal known to me or produced N/A as identification.

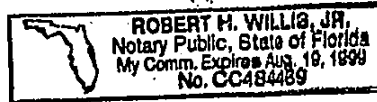
97 MAR -4 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Robert H. Willis, Jr.
Notary Public (Sign Name)
State of Florida

[Notary Seal]

Robert H. Willis, Jr.
Notary Public (Print Name)
My Commission Expires:



STATE OF FLORIDA :
COUNTY OF PINELLAS :

The foregoing instrument was acknowledged before me this 23rd day of January, 1997, by H. Grady Hilton, Jr., as Secretary of the Gulf Cities Marketing, Inc., who is personal known to me or produced N/A as identification.

Robert H. Willis, Jr.
Notary Public (Sign Name)
State of Florida

[Notary Seal]

Robert H. Willis, Jr.
Notary Public (Print Name)
My Commission Expires:

