

P980000 65614

12/30/01

Dept of State - Florida
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

600004752296--0
-01/04/02--01068--002
*****43.75 *****43.75

Re: Document # P98000065614, EIN # 58-2406554

Dear Sirs:

Please find enclosed documents and filing fees pertaining to Document #P98000065614, EIN # 58-2406554.

The purpose of these documents is to change the ownership of the business as well as the name.

I have enclosed a check for the amount of \$43.75 for the following:

\$35.00 Filing Fee

* \$ 8.75 Certified copy of ammendment change

I have also forwarded the applicable filing form and fees for the Fictitious Name

* Registration under separate cover to PO Box 1300 as instructed on that application form.

If you have any questions or if there is anything else that I need to do to update the EIN#, please contact me as shown below.

Thank you for your consideration.

Sincerely,

Denise M. Lovett
8951 Esguerra Lane
Orlando, FL 32836
407-876-8936 (home)
407-355-1021 (day/office)
denise_lovett@wgresorts.com

Denise Lovett
AUTHORIZATION BY PHONE TO
CORRECT *SPERS NAME + title*
DATE *1/14/02*
SEE EXAM. *K. GIBSON*

02 JAN -1 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*NC & DM
KLS 1/14*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
02 JAN -4 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATLAS MARKETING & TRAVEL SERVICES, INC.
8951 ESSUERRA LANE, ORLANDO, FL 32836

(present name)

P98000065614

(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I NAME

The name of the corporation shall be: GLASS ROOTS, INC.

ARTICLE VII PURPOSE: GLASS ART STUDIO + SUPPLY

ARTICLE IV REGISTERED AGENT CHANGE FROM ROBERT LOVETT
TO DENISE M. LOVETT
8951 ESSUERRA LANE
ORLANDO, FL 32836

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS AMENDMENT, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNED: Denise M. Lovett DENISE M. LOVETT 12/30/01

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: DECEMBER 30, 2001

FOURTH: Adoption of Amendment(s) (CHECK ONE)

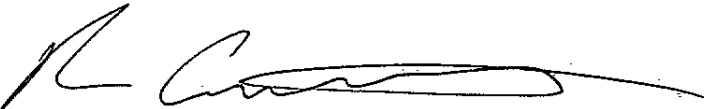
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30th day of DECEMBER, 2001

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBERT LOVETT
(Typed or printed name)

INCORPORATOR
(Title)