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JACK F. WEINS
DAVID WEISMAN X
OF COUNSEL
STANLEY D. GOTTSCHEN *

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

* MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
* MEMBER OF OHIO BAR

X BOARD CERTIFIED REAL ESTATE LAWYER

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

ONE BOCA PLACE • SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

PLEASE REPLY TO:

Hollywood

FILE NO.:

VAC-0001

October 19, 1998

P98000076724

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

Re: Villella Assets Corp.

500002670535--5
-10/22/98-01094-012
*****43.75 *****43.75

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Amendment for Villella Assets Corp., changing the corporate name to VAC Enterprises, Inc., together with a check in the amount of \$43.75. Please file the Articles of Amendment and return a certified copy to me as soon as the filing has been accomplished.

Very truly yours,

Reuben M. Schneider

Reuben M. Schneider

RMS:jah\327059
Enclosures

NC
11-4-98
PMS

FILED
98 NOV -2 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
VILLELLA ASSETS CORP.

CHANGE OF NAME TO
VAC ENTERPRISES, INC. OF SOUTH FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended as follows:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be:

VAC ENTERPRISES, INC. OF SOUTH FLORIDA

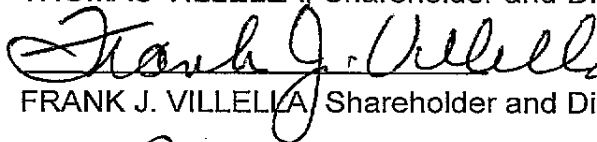
2. This Amendment was adopted on October 16, 1998.

3. The Amendment was adopted at a meeting of the Board of Directors by a majority vote of the directors to amend the Articles of Incorporation, as set forth in the By-Laws. The number of votes cast for the Amendment was sufficient for approval.

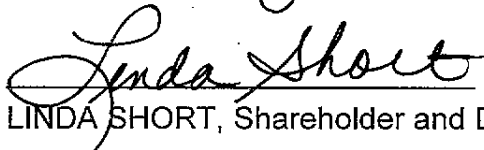
Signed this October 16, 1998.



THOMAS VILLELLA, Shareholder and Director



FRANK J. VILLELLA, Shareholder and Director



LINDA SHORT, Shareholder and Director

FILED
98 NOV -2 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 27, 1998

REUBEN M. SCHNEIDER
C/O ABRAMS ANTON P.A.
POST OFFICE BOX 229010
HOLLYWOOD, FL 33022-9010

SUBJECT: VILLELLA ASSETS CORP.
Ref. Number: P98000076724

We have received your document for VILLELLA ASSETS CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 198A00052615

RECEIVED
30 NOV -2 AM 8:15
DIVISION OF CORPORATIONS

*Per our Telephone
Conference - See change. -*