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August 14, 2001

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Florida Department of State
Division of Corporations
Attn: Amendment Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation
of B & E Holdings of Marion County, Inc.

Dear Sir or Madam:

FILED
01 AUG 15 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed for filing is Articles of Amendment to Articles of Incorporation of B & E Holdings of Marion County, Inc., changing its name to Frederick Enterprises, Inc., a Florida corporation. Our check in the amount of \$35.00 is enclosed to cover your fee.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,



Bryce W. Ackerman
For the Firm

BWA/pjp

enclosures

N/C

T BROWN AUG 21 2001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
B & E HOLDINGS OF MARION COUNTY, INC.

FILED
01 AUG 15 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, *Florida Business Corporation Act*, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is B & E HOLDINGS OF MARION COUNTY, INC.
2. The following amendment to the Articles of Incorporation was adopted by the Board of Directors of the Corporation on August 13, 2001, in the manner prescribed by the *Florida Business Corporation Act*:
 - **Article I.** The name of the Corporation shall be FREDERICK ENTERPRISES, INC., and the address of its principal office and its mailing address is 3236 S.E. 25TH Avenue, Ocala, Florida 34471.
3. The above amendment was adopted by the Board of Directors without shareholder action, and shareholder action is not required.

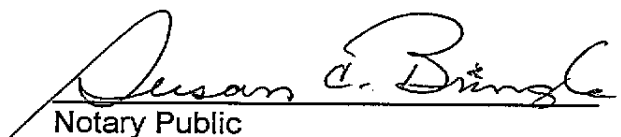

EARNEST I. FREDERICK, Director

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared EARNEST I. FREDERICK, who is known to me to be the person described and who subscribed the above Articles of Amendment to the Articles of Incorporation of B & E HOLDINGS OF MARION COUNTY, INC., and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the use and purpose therein mentioned and set forth.

IN WITNESS WHEREOF, I hereto set my hand and official seal at Ocala, in said County and State this 14th day of August, 2001.

SUSAN C. BRINGLE
Notary Public, State of Florida
My Comm. expires October 13, 2004
Comm. No. CC967775


Notary Public
My Commission Expires: _____
My Commission Number: _____