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AMENDED ARTICLES OF INCORPORATION

PHYLLIS ENTERPRISES, INC.

These Articles of Amendment of PHYLLIS ENTERPRISES, INC., are subscribed to by the Sole Incorporator/Shareholder/Director/Officer.

WITNESSETH:

WHEREAS, on the 15th day of AUGUST, 1999, the Articles of Incorporation of PHYLLIS ENTERPRISES, INC., a Florida association (the "Corporation") were prepared for the Secretary of State of Florida; and

WHEREAS, the Articles of Incorporation of the Corporation state that the same may be altered, amended or repealed by resolution of the Board of Directors; and

WHEREAS, the present Board of Directors of the Corporation is ${\tt PHYLLIS}$ GOLDSTEIN only; and

WHEREAS, the Director and Shareholder at a special meeting of the Board of Directors held on the 28TH day of SEPTEMBER, 1999 unanimously voted to amend the Articles of Incorporation in order to change the name of the Corporation; and

WHEREAS, the Director and Shareholder of the Corporation has executed these Articles of Amendment in order to show her assent thereto and the adoption by the Shareholder of the Articles of Amendment ratified as of AUGUST 15, 1999.

NOW THEREFORE, in consideration of the premises above, the following Articles are hereby amended and shall read as follows:

ARTICLE I

The name of this corporation shall be SHIPLEY ENTERPRISES, INC.

ARTICLE II

Except as modified hereinabove, the Articles of Incorporation Corporation are hereby ratified and reaffirmed in all respects.

PHYLLIS GOLDSTEIN, Director, President, Secretary Treasurer and Shareholder

STATE OF FLORDIA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this day of SEPTEMBER, 1999 by PHYLLIS GOLDSTEIN as sole Shareholder of SHIPLEY ENTERPRISES, INC., INC., a Florida corporation, on behalf of the corporation.

NOTARY PUBLIC O [NOTARIAL SEAL] My Commission Expires:

