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LAW OFFICES

JAMES P. PANICO

PROFESSIONAL ASSOCIATION

111 SOUTH MAITLAND AVENUE
MAITLAND, FLORIDA 32751-5697

CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

TELEPHONE (407) 647-7200
FAX (407) 647-1420

March 22, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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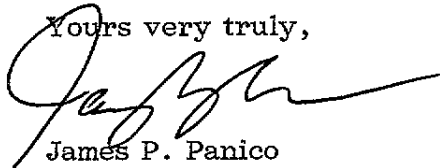
Re: Carley Corporation of Central Florida

Dear Gentlemen:

Enclosed herewith please find original Articles of Amendment of the above referenced corporation for filing along with our firm's check in the amount of \$35.00. Please send confirmation of the amendment to the undersigned at the letterhead address.

Thank you for your attention in this matter.

Yours very truly,



James P. Panico

JPP/sr
Enc.

FILED
99 MAR 31 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
4-6-99
CC

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
CARLEY CORPORATION OF CENTRAL FLORIDA**

The undersigned, being all of the directors, officers and stockholders of CARLEY CORPORATION, a Florida corporation, pursuant to Florida Statute 607.181, hereby manifest their intent that the Articles of Incorporation be amended in the following respect:

1. That the name of the Corporation be amended from:

CARLEY CORPORATION OF CENTRAL FLORIDA

to

CARLEY CORPORATION

2. The foregoing instrument was adopted by the directors and shareholders of this corporation on March 15, 1999.

IN WITNESS WHEREOF, the undersigned being all of the directors, officers and stockholders of the aforementioned corporation, hereunto set their hands and seals at Maitland, Florida on this 15 day of March, 1999.

CARLEY CORPORATION OF CENTRAL
FLORIDA

By: Sharon K. Wolford
Sharon K. Wolford, Stockholder/
Director/Officer

By: Max Paul
Max Paul, Stockholder/Director/
Officer

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TALLAHASSEE, FLORIDA