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FROM: HARPER, KYNES, GELLER  
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NAME: I T D INDUSTRIES, INC.

AUDIT NUMBER.....H97000003480

DOC TYPE.....BASIC AMENDMENT

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**HARPER, KYNES, GELLER, WATSON & BUFORD, P.A.**

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PLEASE REPLY TO:

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Our File #

#8226/14474

February 27, 1997

VIA FACSIMILE

Secretary of State  
Corporation Division  
409 East Gaines Street  
Tallahassee, FL 32399

RE: ITD INDUSTRIES, INC.  
Fax Audit No. H97000003480 5

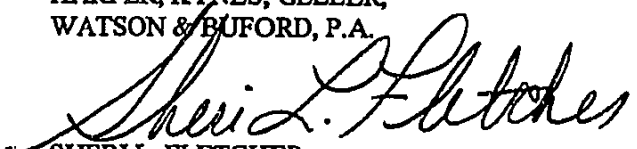
Dear Sir or Madam:

I am sending to you by facsimile the original Electronic Filing Cover Sheet and Articles of Amendment of ITD INDUSTRIES, INC. Please fax us confirmation at your earliest convenience.

Thank you for your attention in this matter.

Very truly yours,

HARPER, KYNES, GELLER,  
WATSON & BUFORD, P.A.

  
SHERI L. FLETCHER  
Legal Assistant

Enclosures

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ARTICLES OF AMENDMENT OF  
ITD INDUSTRIES, INC.FILED  
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TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is ITD INDUSTRIES, INC.
2. Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I  
NAME

The name of this corporation is ITD LIQUIDATING CORP."

3. This Amendment has been adopted by a majority of the holders of the only class of stock of the Corporation and by the sole Director of the Corporation, pursuant to a Written Action dated February 21, 1997, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 21st day of February, 1997.

ITD INDUSTRIES, INC.

By: Joseph J. O'Brien

Joseph J. O'Brien, President

(CORPORATE SEAL)

119391

THIS INSTRUMENT PREPARED BY:  
JACK J. GELLER, Attorney  
2560 Gulf To Bay Boulevard  
Suite 300  
Clearwater, Florida 34625  
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Florida Bar No. 243991

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