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N/C

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July 5, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Indian River Glass Company
Document #500538

Please find enclosed Articles of Amendment for filing, together with our check in the sum of \$43.75 in payment of the filing fees and a certified copy of the filed Articles.

Law Office of Thomas D. Wright

ARTICLES OF AMENDMENT
OF
INDIAN RIVER GLASS COMPANY

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Pursuant to Florida Statutes, Section 607.187, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. The name of the corporation is amended and changed to **PROFFITT ENTERPRISES, INC.**

2. The foregoing amendment was adopted by written consent of all of the Directors and Shareholders entitled to vote thereon, pursuant to Florida Statutes, Section 607.181(3), on June 16, 2005.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 29th day of June, 2005.

INDIAN RIVER GLASS COMPANY


By: JONATHAN E. PROFFITT
As: President

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared JONATHAN E. PROFFITT, as President of INDIAN RIVER GLASS COMPANY, a Florida corporation, to me known to be the person described above and he acknowledged before me that he executed the foregoing for the purposes therein expressed upon authority duly vested in him by said corporation.

Witness my hand and official seal in the County and State last aforesaid this 29th day of June, 2005.


Notary Public
Printed Name: BARBARA Y. LOVELACE

My commission expires:

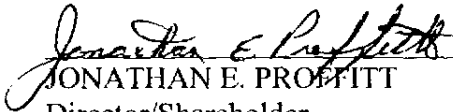


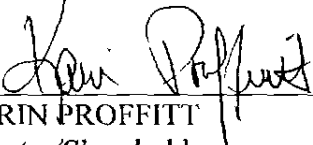
CONSENT TO AMENDMENT

The undersigned, being all of the directors and shareholders of INDIAN RIVER GLASS COMPANY, a Florida corporation, hereby execute this Consent to manifest our intention that the Articles of said corporation be amended as follows:

The name of the corporation is amended and changed to PROFFITT ENTERPRISES, INC.

Dated this 29th day of June, 2005.


JONATHAN E. PROFFITT
Director/Shareholder


KARIN PROFFITT
Director/Shareholder