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ACCOUNT NO. : 072100000032
REFERENCE : 090813 4728359
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 43.75

ORDER DATE : January 7, 1999

ORDER TIME : 10:55 AM

ORDER NO. : 090813-005

900002733329--4

CUSTOMER NO: 4728359

CUSTOMER: Ms. Brenda Holland
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: NATIONAL PLANT SHIPPERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

FILE FIRST

EXAMINER'S INITIALS

See 1/7

FILED
99 JAN -7 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIVISION OF CORPORATION
99 JAN -7 PM 12:09

RECEIVED

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
NATIONAL PLANT SHIPPERS, INC.**

99 FILED
JAN -7 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, Philip Conte, as President and Secretary of National Plant Shippers, Inc. a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby files the Corporation's Articles of Amendment to its Articles of Incorporation pursuant to a written action taken by holders of record of all issued and outstanding shares of the Corporation's single class of capital stock, and states that the number of such shares represented by those holders voting in favor of such amendment of the Corporation's Articles of Incorporation was sufficient for their respective approval by the Corporation's shareholders:

1. The Articles of Incorporation of the Corporation are hereby amended to reflect that the Corporation has changed its name from National Plant Shippers, Inc. to Phil Conte Enterprises, Inc.

2. The foregoing amendment to the Corporation's Articles of Incorporation was duly adopted by written consent of the holder of all shares of the Corporation's issued and outstanding common voting stock, in accordance with the provisions of Section 607.0704, Florida Statutes, and, by operation of subsection (5) thereof, not in contravention of the requirements of §§607.1003 or .1006, Florida Statutes, the consent providing the required majority in interest authorization for the proposed action being dated and received on January 5, 1999.

3. These Articles of Amendment to the Corporation's Articles of Incorporation shall become effective at the time of their filing by the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles on January 5, 1999.

NATIONAL PLANT SHIPPERS, INC.

By: 
Philip Conte, President and Secretary