



628996

BROWARD FINANCIAL CENTRE
500 EAST BROWARD BOULEVARD
SUITE 1130
FORT LAUDERDALE, FLORIDA 33394
TELEPHONE: 954.764.7060
FACSIMILE: 954.761.8135
www.broadandcassel.com

JEANNIE J. HA, PARALEGAL
DIRECT LINE: (954) 745-5206
DIRECT FACSIMILE: (954) 713-0966
EMAIL: jha@broadandcassel.com

November 16, 2000

VIA U.S. MAIL

Secretary of State
Amendments Filing Section
P.O. Box 6327
Tallahassee, FL 32314

Re: Bayview Tobacco Ltd., Inc.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation ("Amendment") of Bayview Tobacco Ltd., Inc. Also enclosed is a check made payable to the Department of State in the amount of \$43.75 for payment of the following:

1.	Amendment Filing fee	\$35.00
2.	Certified copy of the Amendment	8.75

Total \$43.75

FILED
NOV 20 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

After the Amendment has been filed, please forward the certified copy of the Amendment to our office in the enclosed stamped return envelope as soon as possible.

Please note, a corporation by the name of H.J. Scanlan, Inc. has submitted for filing with the Secretary of State (simultaneous with this filing) the Application for Registration of Fictitious Name to register the fictitious name "Bayview Tobacco." In order to effectuate such filing, Bayview Tobacco, Ltd., Inc. is filing this Amendment to change the corporation's name from Bayview Tobacco Ltd., Inc. to MRMT, INC.

900003472379--2
-11/21/00--01043--008
*****43.75 *****43.75

628996 OK
HJ Scanlan
Cert copy
11-20-00

BOCA RATON • FT. LAUDERDALE • MIAMI • ORLANDO • TALLAHASSEE • TAMPA • WEST PALM BEACH

Please do not hesitate to contact me should you have any questions.

Sincerely,

BROAD AND CASSEL



Jeannie J. Ha, Paralegal

JJH:
Enclosures

cc: Lillian Munick
Edward J. Brockman, Esq.
Steve L. Waserstein, Esq.

FILED
00 NOV 20 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BAY VIEW TOBACCO LTD., INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I of the Articles of Incorporation of Bayview Tobacco Ltd., Inc. ("Corporation") is hereby deleted in its entirety and replaced with the following:

ARTICLE I

NAME

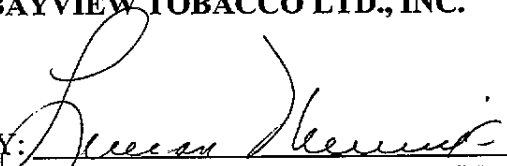
The name of this corporation shall be **MRMT, INC.**

2. The foregoing Amendment was adopted by the Corporation's sole shareholder, through an Action Without a Meeting of the Sole Shareholder, representing 100% of the total issued and outstanding stock of the Corporation entitled to vote, on the 31st day of October, 2000. The number of shares voting in favor of the foregoing amendment was sufficient for approval.

FILED
00 NOV 20 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Vice President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 31st day of October, 2000.

BAYVIEW TOBACCO LTD., INC.

BY: 
LIL MUNICK, VICE PRESIDENT

FILED
00 NOV 20 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA