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Jerrel E. Towery

November 23, 1998

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Ms. Thelma Lewis
Corporate Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Venice Upholstery & Drapery, Inc. 100002697711--5
Ref. Number: 644602 -11/30/98--01016--011
*****35.00 *****35.00

Dear Ms. Lewis:

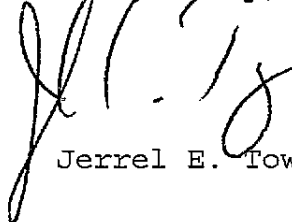
Enclosed please find the Annual Corporate Report and a check for \$750.00, which represents payment for reinstatement of the corporation in the amount of \$600.00, and payment for the annual corporate report in the amount of \$150.00.

Also enclosed for filing are Articles of Amendment and our check in the amount of \$35.00 for payment of your filing fee.

Please return the recorded Articles of Amendment to us in the self-addressed, stamped envelope we have provided.

Thank you for your assistance in this matter. Should you have any questions, please feel free to contact me.

Yours truly,


Jerrel E. Towery

JET/rks

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
VENICE UPHOLSTERY & DRAPERY, INC.

1. These Amendments to the Articles of Incorporation of the above-named Corporation, were made by unanimous vote of the Shareholders of the Corporation, pursuant to Florida Statutes, Section 607.1003, Sub Paragraph (6). The number of votes cast for the Amendments by the Shareholders of the only class of stock issued by the Corporation, was sufficient for approval of these Amendments.

2. The Amendments set forth herein were all adopted at a special meeting of the Shareholders of the Corporation held on June 18, 1998.

3. The Articles of Incorporation of the above-named Corporation are hereby amended as follows:

The named of the corporation is hereby changed to RED CAT, INC.

IN WITNESS WHEREOF, I the undersigned, has executed these Articles of Amendment this 23rd day of November, 1998.

RED CAT, INC., Formerly
VENICE UPHOLSTERY & DRAPERY, INC.

By: 

JAMES C. HILL
PRESIDENT

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument, Articles of Amendment, was acknowledged before me, this 23rd day of November 1998, by JAMES C. HILL, the President of RED CAT, INC., formerly VENICE UPHOLSTERY & DRAPERY, INC., on behalf of the Corporation. He is personally known to me, or has produced N/A as identification and did take an oath.

Roberta K. Scaglione
Signature of Person

Taking acknowledgment

Roberta K. Scaglione
Printed name of Acknowledger

Notary Public

Title or Rank

My Commission Expires:

