

FOOOOOOO2855

*Law Office of
Richard W. Ward*

Telephone:

214-220-2402

*2527 Fairmount Street
Dallas, Texas 75201*

Facsimile

214-571-2682

April 13, 2001

Via FedEx Delivery

Florida Secretary of State
Amendments Section
Corporations Division
409 E. Gaines St.
Tallahassee, FL 32399

100004012771--3
-04/17/01--01016--015
*****43.75 *****43.75

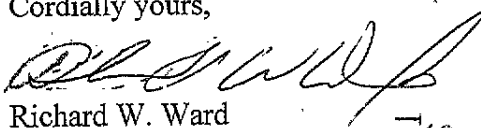
Re: Elite Acquisitions, Inc.

Dear Madam or Sir:

Enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida and a check in the amount of \$43.75 in payment of the filing fee and the cost for a certified copy of the Amendment.

Please file and process the amendment and note the change of the corporation's name to Elite Towers, Inc. If you have any questions, please call me. Thank you for your assistance.

Cordially yours,


Richard W. Ward

FILED
01 MAY - 1 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

T BROWN MAY - 2 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 25, 2001

LAW OFFICE OF RICHARD W. WOOD
2527 FAIRMOUNT STREET
DALLAS, TX 75201

SUBJECT: ELITE ACQUISITIONS, INC.
Ref. Number: F00000002855

We have received your document for ELITE ACQUISITIONS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

An original, duly authenticated certificate from the state of incorporation/organization evidencing the amendment, must be submitted with the application. The certificate must have been issued within the past 90 days.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 801A00024358

RECEIVED
01 MAY - 1 AM 9:58
DIVISION OF CORPORATIONS

*Law Office of
Richard W. Ward*

*2527 Fairmount Street
Dallas, Texas 75201*

Telephone:

214-220-2402

Facsimile

214-871-2682

April 27, 2001

Via FedEx Delivery

Florida Secretary of State
Amendments Section
Corporations Division
409 E. Gaines St.
Tallahassee, FL 32399

Re: Elite Acquisitions, Inc.

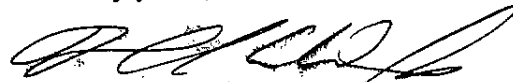
Dear Madam or Sir:

I received the enclosed letter dated April 25, 2001, regarding the Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida that Elite Acquisitions, Inc. filed on or about April 16, 2001.

Enclosed please find a copy of the articles of amendment for Elite Acquisitions, Inc. that change the name of the corporation to Elite Towers, Inc. and Certificate of Amendment issued on April 12, 2001 from the Texas Secretary of State approving the articles of amendment.

Please use these documents to complete the processing of the amendment for authorization to transact business. If the attached If you have any questions, please call me. Thank you for your assistance.

Cordially yours,



Richard W. Ward

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

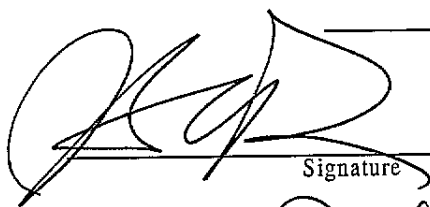
SECTION I
(1-3 MUST BE COMPLETED)

FILED
01 MAY - 1 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Elite Acquisitions, Inc.
Name of corporation as it appears on the records of the Department of State.
2. Texas
Incorporated under laws of
3. May 15, 2000
Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 12, 2001
5. Elite Towers, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
- _____
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
- _____
New Jurisdiction


Signature

J. Gregg Pritchard
Typed or printed name

April 12, 2001
Date

President
Title



The State of Texas
Secretary of State

CERTIFICATE OF AMENDMENT

FOR

ELITE TOWERS, INC.

FORMERLY

ELITE ACQUISITIONS, INC.
CHARTER NUMBER 01558955

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF AMENDMENT FOR THE ABOVE
NAMED ENTITY HAVE BEEN RECEIVED IN THIS OFFICE AND ARE FOUND TO
CONFORM TO LAW.

ACCORDINGLY THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF AMENDMENT.

DATED APR. 12, 2001

EFFECTIVE APR. 12, 2001



Henry Cuellar

Henry Cuellar, Secretary of State

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
ELITE ACQUISITIONS, INC.

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Article of Amendment to its Articles of Incorporation.

ARTICLE 1

The name of the corporation is Elite Acquisitions, Inc.

ARTICLE 2

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on April 12, 2001. Article 1 of the original Articles of Incorporation of Elite Acquisitions, Inc. is amended as follows:

The name of the corporation is Elite Towers, Inc.

ARTICLE 3

The number of shares of the corporation outstanding at the time of the adoption was 1,000 and the number of share entitled to vote on the amendment was 1,000.

ARTICLE 4

The number of shares that voted for the amendment was 1,000; and the number of shares that voted against the amendment was zero (0).

Elite Acquisitions, Inc.



J. Gregg Pritchard, President