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*BOARD CERTIFIED CIVIL TRIAL
*BOARD CERTIFIED BUSINESS LITIGATION

Writer's Direct Line:
(941) 332-9425

February 17, 1999

Division of Corporations
ATTN: Amendments
Secretary of State of Florida
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

000002779210--0
-02/18/99--01050--005
*****43.75 *****43.75

Re: Name changes:

- 1) Countryside Country Club Realty, Inc. to
Southern Resources III, Inc.
- 2) Anything Unlimited, Inc. to
Countryside Country Club Realty, Inc.

Dear Sir or Madam:

Enclosed herein please find original Articles of Amendment to Articles of Incorporation to effect name changes for the two above referenced corporations. Copies of the appropriate Corporate Resolutions are also enclosed for your information. Our two (2) firm checks in amount of \$43.75 each are also enclosed to cover filing fee (\$35.00) and certified copy (\$8.75) for each corporate name change. *Returned*

Please note that the President of both corporations is the same and she wishes to have the names changed simultaneously. If you need to have one changed in advance of the other due to the initial "unavailability" of the Countryside name, then please proceed in that manner. Also, please note that there already exist corporations known as Southern Resource Services, Inc. and Southern Resource Services, 02 Inc. My clients are the principals in these corporations, so if you require any kind of consent due to the similarity in corporate names, please call me.

My client wishes to have the names changed by February 22, 1999. Accordingly, I would appreciate your calling me at (941) 332-9425 to advise when the changes have been effected. Please do not hesitate to contact me if you have any questions or require additional information. Thank you for your assistance.

Very truly yours,

GOLDSTEIN, BUCKLEY, CECHMAN,
RICE & PURTZ, P.A.

J. JEFFREY RICE

OTHER OFFICES

N/C
VS FEB 23 1999
JJR:ess
Enclosures
cc: Helen Sarver

FILED
99 FEB 18 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS FEB 23 1999

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
COUNTRYSIDE COUNTRY CLUB REALTY, INC.

FILED
99 FEB 18 AM 11:59
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.1003, Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: ARTICLE I is amended to read as follows:

ARTICLE I

The name of this corporation is changed to: SOUTHERN RESOURCES III, INC. The address of the principal office and registered agent remains the same.

SECOND: The date of adoption of the amendment was February 11, 1999.

THIRD: Adoption of Amendment:

Helen I. Sarver, being the sole shareholder, voted in favor of the amendment.

DATED: February 11, 1999.

Karen Jean Cook
Witness: KAREN JEAN COOK

SOUTHERN RESOURCES III, INC.
f/k/a COUNTRYSIDE COUNTRY
CLUB REALTY, INC.

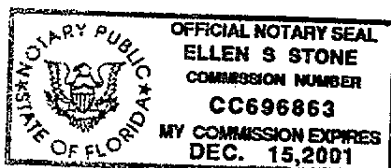
Ellen S. Stone
Witness: ELLEN S. STONE

BY:

Helen I. Sarver
HELEN I. SARVER, President

STATE OF FLORIDA)
COUNTY OF LEE) S

The foregoing instrument was acknowledged before me this 16th day of February, 1999, by HELEN I. SARVER, as President of SOUTHERN RESOURCES III, INC., who is X personally known to me or has produced (type of identification) as identification and who did take an oath.



Ellen S. Stone
Notary Public
Name:
Certificate/Serial No.

My Commission Expires:

(SEAL)