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LAW OFFICES OF
DAVID F. HIGGS
9401 SW 103 AVE.
MIAMI, FLORIDA 33176
PHONE: (305) 275-8249
FAX: (305) 270-1843

October 20, 1997

Division of Corporations
Attn: Amendment Section
P.O. BOX 6327
Tallahassee, Florida 32314

RE: Amendment to Articles of Incorporation of Leisure City Amoco, Inc.

100002336741--9
-11/03/97--01152--002
*****35.00 *****35.00

Dear Sirs,

Please find enclosed the Articles of Amendment to Articles of Incorporation of Leisure City Amoco, Inc., and this office's Trust Account check number 1090 in the amount of \$35.00 for your fees.

Should you have any questions or require further assistance, please do not hesitate to contact the undersigned.

Very truly yours,



David F. Higgs

97 NOV -3 PM 12:09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

N.C.
11-7-97
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97NOV-3 PM12:10

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF
LEISURE CITY AMOCO, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: AMENDED ARTICLE I. NAME

The Name of the Corporation shall be:

LEISURE CITY SERVICE CENTER, INC.

SECOND:

All other articles are hereby ratified and affirmed as previously filed or amended with the Secretary of State, State of Florida.

THIRD:

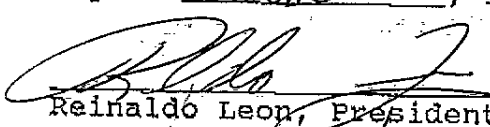
The date of the amendments adoption: October 10, 1997

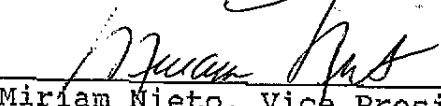
FOURTH:

Adoption of the Amendment:

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 10 day of October, 1997.



Reinaldo Leon, President


Miriam Nieto, Vice President

SWORN TO AND SUBSCRIBED before me this 10 day of October, 1997.

David F. Higgs, Esq.
9401 S.W. 103 Ave.
Miami, Fl. 33176

(seal)
OFFICIAL SEAL
PRISCILLA ZAYAS
NOTARY PUBLIC-FLORIDA
MY COMMISSION EXPIRES
DECEMBER 21, 1997
CG 337641


Notary Public