

F58271

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MEMBER OF FLORIDA
AND D.C. BARS

FED. I.D. # 59-3436548

November 14, 2000

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

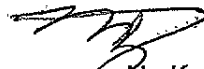
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****175.00 *****43.75

Re: Articles of Amendment to Articles of Incorporation

Gentlemen:

Enclosed you will find two original and two copies of Articles of Amendment to Articles of Incorporation for the corporations Tilt/Pro Company and Theisen & Theisen, Inc.. These two Corporations are owned by the same individuals. The name of Tilt/Pro Company is being changed to TiltAmerica Corporation and Theisen & Theisen, Inc., is being changed to Tilt/Pro Company. Please cause the originals of said documents to be filed and return to me certified copies of the same in the self addressed stamped envelope provided for this purpose. Enclosed please find a check in the amount of \$175.00 to cover the filing fees for the Articles of Amendment to Articles of Incorporation for each corporation and the certified copies of each.

Yours very truly,



Lawrence H. Katz

LHK/rb

corporations\tilt.pro\secretary.amendment

NIC AmerQ

B. PAYNE NOV 22 2000

FILED
00 NOV 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THEISEN & THEISEN, INC.

FILED
00 NOV 21 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of THEISEN & THEISEN, INC., is amended to provide for the Corporation's name to be TILT/PRO COMPANY.

The foregoing Amendment was adopted unanimously by the Shareholders and Directors of this Corporation on the 3rd day of November, 2000.

Suzanne Dewling
Witness

Suzanne Dewling
Witness Printed Name

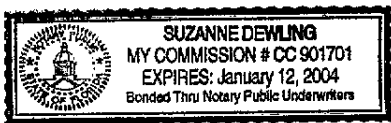
Robert W. Theisen
Robert W. Theisen, President

(CORPORATE SEAL)

Suzanne Dewling
Witness
Suzanne Dewling
Witness Printed Name

STATE OF FLORIDA
COUNTY OF ORANGE Flagler

The foregoing instrument was acknowledged before on this 7th day of November, 2000, by Robert W. Theisen as President for Theisen & Theisen, Inc..



Suzanne Dewling
Notary Signature

Suzanne Dewling
Notary Printed Name

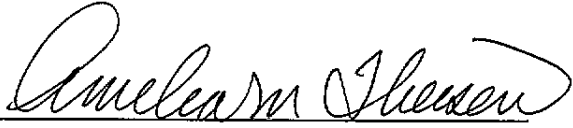
Personally Know _____ or Produced Identification X.
Type of Identification Produced FLDL.

CERTIFICATE

I, AMELIA M. THEISEN, Secretary of THEISEN & THEISEN, INC., a Florida Corporation, do hereby certify that on the 3rd day of November, 2000, at a Joint Meeting of the Shareholders and Board of Directors of the said Corporation, at which meeting a quorum of both Shareholder and members of the Board of Directors were present, the following resolution was unanimously adopted:

RESOLVED, that the name of this Corporation be amended to allow for the name of this Corporation to be TILT/PRO COMPANY, and, the officers of this Corporation be and the same are hereby authorized and directed to execute any and all documents necessary to cause the name of this Corporation to be changed as provided for in this resolution.

Dated this 3rd day of November, 2000.


AMELIA M. THEISEN, as Secretary of
THEISEN & THEISEN, INC.