CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE :

922041

AUTHORIZATION!

COST LIMIT :

ORDER DATE: August 10, 1998

ORDER TIME : 12:35 PM

ORDER NO. : 922041-005

CUSTOMER NO: 4332894

CUSTOMER: Tom P. Clark, Esq

Henderson Franklin Starnes &

1715 Monroe Street

Fort Myers, FL 33901



FOREIGN FILINGS

NAME: BUSH ENTERTAINMENT, INC.

XX PROFIT NON-PROFIT XX CORPORATE

OIVISION OF CORPORATE
LIMITED PARTNERSHIP

OF FILING:

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

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)

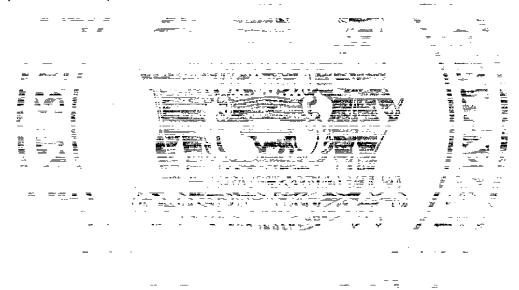
Bush Entertainment, Inc.

1.

N. C.	4 1 64 7
_	ears on the records of the Department of State.
	3. <u>November 21, 1994</u>
incorporated under laws of	Date authorized to do business in Florida
	SECTION II
(4-7 COMPLETE ONI	LY THE APPLICABLE CHANGES)
4. If the amendment changes the nam under the laws of its jurisdiction of its	ne of the corporation, when was the change effected incorporation?July 1, 1998
5. BE of Delaware, Inc.	
-	amendment, adding suffix "corporation" "company" or reviation, if not contained in new name of the corporation.
6. If the amendment changes the peri	iod of duration, indicate new period of duration.
	New Duration
7. If the amendment changes the juris	sdiction of incorporation, indicate new jurisdiction.
1	New Jurisdiction
Pail Bul	7-31-98
Signature	Date
Paul Bush	President
Typed or printed name	Title

State of Delaware Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "BUSH ENTERTAINMENT,
INC.", CHANGING ITS NAME FROM "BUSH ENTERTAINMENT, INC." TO "BE
OF DELAWARE, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF
JULY, A.D. 1998, AT 9 O'CLOCK A.M.



Edward J. Freel, Secretary of State

AUTHENTICATION: 9217090

DATE: 07-24-98

2438091 8100

981289622

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION

 \mathbf{OF}

BUSH ENTERTAINMENT, INC.

The undersigned hereby certifies that:

- 1. The name of the corporation (hereinafter called the "corporation") is Bush Entertainment. Inc.
- 2. The certificate of incorporation of the corporation is hereby amended by striking out paragraph 1 thereof and by substituting in lieu thereof the following new paragraph:
 - "1. The name of the corporation is:

BE OF DELAWARE, INC.

3. The amendment to the certificate of incorporation of the corporation herein certified was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the day of June, 1998.

Bush Entertainment, Inc., a Delaware corporation

Paul S. Bush, President

STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 07/01/1998 981256204 - 2438091