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December 1, 1999

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

Re: Blue Chip Tool of Florida, Inc.
Amendments to Articles of Incorporation
Officer/Director Resignation

FILED
99 DEC -3 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To Whom It May Concern:

Enclosed please find the Amendment to Articles of Incorporation and Officer/Director Resignation for the above captioned Florida For Profit Corporation.

Also enclosed, please find a check payable to the Department of State in the amount of \$70.00 as filing fee for these documents.

The return address and telephone number of Max Raver and Marcia Raver is 1145 N.W. 117 Avenue, Coral Springs, Florida 33071, (954) 341-7308.

The address and telephone numbers for the Law Offices of Nora Staum, P.A. are as above.

Sincerely,



Nora Staum

enc.

Amend.

V. SHEPARD DEC 10 1999

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 DEC -3 PM 2: 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLUE CHIP TOOL OF FLORIDA, INC.

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

FIRST: Amendments adopted: **Article VI Board of Directors**

The names and addresses of the directors of this corporation are:

Andrew Raver	12000 Royal Palm Blvd. Coral Springs, Florida 33065
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Marcia Raver	1145 N.W. 117 Avenue Coral Springs, Florida 33071
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Article VII, Officers.

The names and addresses of the officers who are to conduct business of this corporation are:

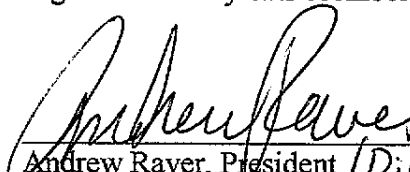
President	Andrew Raver	12000 Royal Palm Blvd. Coral Springs, Florida 33065
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Secretary Treasurer	Marcia Raver	1145 N.W. 117 Avenue Coral Springs, Florida 33071
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SECOND: The date of each amendment's adoption is December 1, 1999

THIRD: Adoptions of Amendments. The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 1 day of December, 1999



Andrew Raver, President / Director