

G39125

DEFABIO AND FENN, P.A.

ATTORNEYS AT LAW

SUITE 430

2121 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 448-7200

FAX (305) 444-0913

GEORGE J. DeFABIO
LEONARD P. FENN

FILED
98 FEB -4 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 29, 1998

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

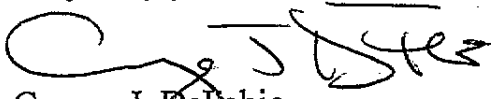
500002421325--3
-02/04/98--01068--002
*****43.75 *****43.75

RE: Star Rods Name Change

Dear Sir/Madam:

With regard to the above referenced matter, enclosed please find original Article of Amendment changing the corporate name of Star Rods, Inc. to Barry Industries Inc. Also enclosed please find our check in the amount of \$43.75 for filing fee and Certificate of Status, indicating the name change. I trust everything is in order. Thank you very much for your anticipated courtesy and cooperation to this matter.

Very truly yours,


George J. DeFabio

GJD:pf
Encs.

VS FEB 6 1998

N/c

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
STAR RODS, INC.

FILED
98 FEB -4 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Article of Amendment to its Articles of Incorporation:

FIRST: Article I, be and it hereby is amended to read as follows:

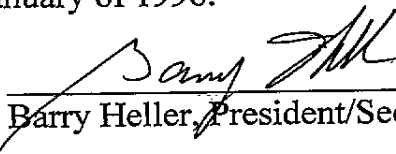
ARTICLE I

The name of the corporation shall be BARRY INDUSTRIES, INC.

SECOND: The foregoing amendment was adopted by the Directors and shareholders of the corporation on the 22nd day of January of 1998.

THIRD: The number of votes cast for the amendment by the shareholders was sufficient for approval.

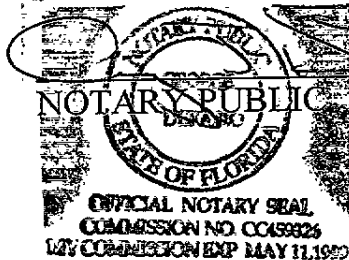
IN WITNESS WHEREOF, the undersigned Barry Heller, as President/Secretary/Director and of this corporation executed this Article of Amendment this 22nd day of January of 1998.


Barry Heller, President/Secretary/Director

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Barry Heller known to me the person who executed the foregoing Article of Amendment and who acknowledge before me that he executed such instrument for the purpose therein stated.

IN WITNESS THEREOF, I have hereto set my hand and seal this 22nd day of January, 1998.




George J. Detabo