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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036
CONTACT: CINDA M FARREN
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NAME: MFM INDUSTRIES, INC.
AUDIT NUMBER.....H97000008022
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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
MFM INDUSTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is MFM INDUSTRIES, INC., and it was organized in Florida on January 25, 1984, under Charter Number G80455.
2. The following amendment of the Articles of Incorporation was adopted as of May 5, 1997, by the holders of all of the corporation's common stock that being the only class of stock authorized by the Articles of Incorporation and the only groups entitled to vote on the amendment, in accordance with the provisions of Chapter 607, Florida Statutes, to be effective upon the filing of these Articles of Amendment with the office of the Florida Secretary of State.
3. The Articles of Incorporation of the corporation are amended by deleting Article I thereof and inserting the following in its place:

"ARTICLE I: NAME

The name of the corporation is: MFM Investments, Inc."

4. Except as amended hereby, the Articles of Incorporation of the corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned president and secretary of MFM INDUSTRIES, INC. have executed these Articles of Amendment as of this 5th day of May, 1997.

MFM INDUSTRIES, INC.

By: W.M. Palmer, Jr.
W.M. Palmer, Jr.
Its Chairman

This instrument was prepared by:
James F. Heekin, Jr., Esq.
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
215 N. Eola Drive
Orlando, Florida 32801
(407)843-4600
Florida Bar Number: 0302694

By: Dorothy Glanzer
Dorothy Glanzer
Its Secretary

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**WRITTEN CONSENT OF THE SOLE SHAREHOLDER AND DIRECTORS
OF MFM INDUSTRIES, INC.
IN LIEU OF SPECIAL MEETING**

The undersigned, being the sole shareholder and all of the directors of MFM Industries, Inc., a Florida corporation (the "Company"), hereby take the following actions by written consent in lieu of special meeting, pursuant to the provisions of Sections 607.0704, 607.0821 and 607.1104, Florida Statutes:

RESOLVED, that the name of the corporation be changed to that of:

MFM Investments, Inc.

and further,

RESOLVED, that the President and Secretary are hereby authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have that instrument filed in the office of the Secretary of State in Tallahassee, Florida; and further,

RESOLVED, that the Secretary is hereby authorized to execute a Certificate of Amendment to the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix that certificate to the Bylaws of this corporation; and further

RESOLVED, that the President and Secretary are hereby authorized and directed to execute any further documents, pay the necessary fees and costs and do any and all things that may be necessary to effectuate the foregoing resolutions.

Date: May 5, 1997

"DIRECTORS"

W. M. Palmer, Jr.

W.M. Palmer, Jr.
Chairman

"SOLE SHAREHOLDER"

PADDOCK PARK DEVELOPMENT, INC.

Margaret Palmer Ayres, M.D.
Margaret Palmer Ayres, M.D.
Director

By:

W. M. Palmer, Jr.
W. M. Palmer, Jr.
Its President

Michael W. Wilkinson
Michael W. Wilkinson
Director