LYBARGER, KEITH & MCLEAN, P.A. CERTIFIED PUBLIC ACCOUNTANTS

BRUCE J. LYBARGER, CPA
—BOUGLAS A. McLEAN, CPA

300 NORTH CIRCLE SEBRING, FLORIDA 33870-3305

003) 385-8850 887-1885 (863) #SAX#

March 19, 2002

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

400005172934-----03/27/02--01072--018 ******35.00 ******35.00

SUBJECT:

Dissolution of one corporation and change of corporate name

ENCL:

- A) Dissolution of "Tu-Co Peat, Inc."
- B) Change of name of "Tubbs Family Enterprises, Inc." to "Tu-Co Peat, Inc."

Gentlemen,

This letter is to, hopefully, smooth the enclosed amendments out by giving you an overview of what is being done.

First, Tu-Co Peat, Inc. is being closed down as of 12/31/01 and dissolved by the enclosed paperwork. However, the name is valuable to the owners. These owners own another corporation. In order to keep this name, they are changing the name of the second corporation—Tubbs Family Enterprises, Inc. to Tu-Co Peat, Inc.

After a telephone call to your office, I was advised that this was the way to handle this situation and that there would be no problem in accomplishing this end. If problems remain or arise, please do not hesitate to call on me.

Thank you for your trouble and cooperation in this matter.

Sincerely,

Douglas A. McLean, CPA

LYBARGER, KEITH & MCLEAN, P.A.

Certified Public Accountants

02 MAR 27 PH 2: 02

Ps 4/5/02/



4665 US 27 South + Sebring, Floride 33870-5527 [863] 382-6600 • (800) 752-2303 • Fax (863) 382-0002

April 5, 2002

Attention: Pam Smith

Division of Corporations

Re: Dissolution of Tu-Co Pcat Inc. a type C Corporation

Document # G78972

Dear Pam:

Pursuant to our telephone conversation, Tu-Co Peat, Inc. a dissolved type C Corporation doesn't have any intention of revoking the dissolution of Tu-Co Peat, Inc. hereby releasing the name to Tubbs Family Enterprises, Inc.dba Tu-Co Peat a type S Corporation.

Thank you for your consideration in this reguard.

Very truly yours,

Tu-Co Peat, Inc.

By: Raymond A. Tubbs

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

02 MAR 27 PM 2: 02
TALLAHASSEE, FLORIDA

TUBBS FAMILY ENTERPRISES, INC.

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - NAME: THAT THE NAME OF THE CORPORATION SHALL BE

CHANGED FROM "TUBBS FAMILY ENTERPRISES, INC" TO "TU-CO PEAT,

INC".

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 19 MAR 2002

FO	URTH: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were
	sufficient for approval by" voting group
	vormă Storth
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Ø	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day 1974 of MMRCH , ■ 2002
	Signature (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	RAYMOND A. TUBBS
	Typed or printed name
	REGISTERED AGENT, PRESIDENT
	REGISTERED AGENT, PRESIDENT Title AND DIRECTOR
	en error. Displayer of the state of the sta