



Sunshine Companies, Inc.

506 U.S. 27 North • Sebring, Florida 33870 • (941) 382-8188 • Fax (941) 382-8513

J33636

April 11, 1997

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

Re: Name Change of Sandwich Depot, Inc.
to Sunshine Companies III, Inc.

Dear Sir:

I am enclosing for your review the following documents:

1. Copy of Minutes of Special Meeting of the Board of Directors
2. Original Articles of Amendments
3. Check in the amount of \$35.00

Please make the appropriate changes to this corporation to reflect the name changes, shareholders and officers of the corporation. If additional information is required, please do not hesitate to contact me.

Very truly yours,

Darlyn M. Devany

Darlyn M. Devany
Administrator

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-06/10/97--01059--001
*****35.00 *****35.00

DMD

Enclosures

W
J33636
Amendments
6-10-97
3pgs

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SANDWICH DEPOT, 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.

Article 1. Corporate Name. The corporate name is hereby changed from SANDWICH DEPOT, INC. to SUNSHINE COMPANIES III, 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: The shares retained by Darlyne M. Devany, John F. Devany and John W. Hill in the combined amount of 100 are hereby returned to the company, SUNSHINE COMPANIES, III, INC. for cancellation. The new shares issued are as follows:

Fred J. Sandlin - 50 shares
Robert A. Gaines - 50 shares

Third: The officers of the corporation were hereby changed to the following:

Fred J. Sandlin - President/Director
Robert A. Gaines - Secretary/Treasurer/Director

Fourth: The date of each amendment's adoption is April 11, 1997.

Fifth: Adoption of Amendments. The Amendment(s) changes were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed by 11th day of April, 1997.


Robert A. Gaines, Secretary

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
SANDWICH DEPOT, INC.

The special meeting of the Board of Directors of the above-captioned Corporation was held on April 11, 1997, at 4:00 P.M. at 5606 US 27 North, Sebring, FL 33870 for the purpose of amending the Articles of Incorporation of said Corporation.

The meeting was called to order by the new acting officer, Fred J. Sandlin, for the purpose of electing new officers and directors and changing the name of the Corporation. The following were in attendance: Fred J. Sandlin and Robert A. Gaines. By a motion which was seconded and carried the new name of the corporation will be **Sunshine Companies III, Inc.**

Election of officers were then held as follows:

Fred J. Sandlin - President/Director
Robert A. Gaines - Secretary/Treasurer/Director

The issuance of stock shares were then approved by a motion and seconded, carried. The following shares to be issued:

Fred J. Sandlin - 50 shares
Robert A. Gaines - 50 shares

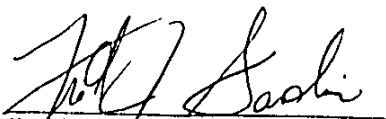
Thereby it was

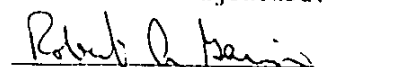
RESOLVED that the Articles of Incorporation of the above-captioned Corporation be amended as to the name change of the corporation from SANDWICH DEPOT, INC. to **SUNSHINE COMPANIES, III, INC.**

BE IT FURTHER RESOLVED that the shares owned by Darlyne M. Devany, John F. Devany and John W. Hill in the combined amount of 100 shares shall be returned to the company to be cancelled and that the new shares will be issued as follows: Fred J. Sandlin - 50 shares and Robert A. Gaines - 50 shares. The resignations of Darlyne M. Devany as President and John W. Hill, Director and John F. Devany, Director were also accepted and the new officers were Fred J. Sandlin, President and Robert A. Gaines, Secretary/Treasurer/Director.

There being no further business to come before the meeting upon motion duly made, seconded and carried, the same was adjourned.

APPROVED


Fred J. Sandlin, President


Robert A. Gaines, Secretary