

LEFKOWITZ & BLOOM, P.A.

ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ*
GWEN D. BLOOM +

430 NORTH MILLS AVENUE
ORLANDO, FLORIDA 32803
TELEPHONE (407) 425-1974
FACSIMILE (407) 425-1981

Of Counsel
DAVID RHETT BAKER
JOSEPH I. GOLDSTEIN

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
+ ALSO ADMITTED IN MASSACHUSETTS

J 64258

March 2, 1999

000002794989--1
-03/04/99--01092--005
*****87.50 *****43.75

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: ED MILCARSKY'S APPLIANCE CENTRE, INC.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation, changing its name to MILCARSKY ENTERPRISES, INC.

Also enclosed is a check in the amount of \$87.50 to cover the \$35.00 filing fee and the \$52.50 necessary for a certified copy. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return the certified copy to my office at your earliest convenience. Thank you in advance for your assistance.

Yours very truly

Ivan M. Lefkowitz

NC
3-8-99
DHS

Spoke to Gail
about correct spelling

IML:glg
Enclosures

cc: Ed Milcarsky, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -4 AM 11:40

FILED

FILED

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF

ED MILCARSKY'S APPLIANCE CENTRE, INC.

99 MAR -4 AM 11:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is ED MILCARSKY'S APPLIANCE CENTRE, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved the following resolutions amending Article I of the Articles of Incorporation by written consent dated the 19th day of FEBRUARY, 1999, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolutions amending Article I of the Articles of Incorporation by written consent dated the 19th day of FEBRUARY, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes:

RESOLVED, that the Articles of Incorporation of ED MILCARSKY'S APPLIANCE CENTRE, INC. be amended so as to change the name of the Corporation to MILCARSKY ENTERPRISES, INC.

RESOLVED, that Article I of the Articles of Incorporation shall be amended to read as follows:

"The name of this corporation shall be MILCARSKY ENTERPRISES, INC."

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 19th day of FEBRUARY, 1999.

ED MILCARSKY'S APPLIANCE CENTRE, INC.

Attest:

Maria L. Milcarsky
Secretary

By: Edward Milcarsky
EDWARD MILCARSKY, President

JOINT WRITTEN ACTION OF BOARD OF DIRECTORS
AND SHAREHOLDERS OF
ED MILCARSKY'S APPLIANCE CENTRE, INC.

The undersigned, being all of the directors and shareholders of ED MILCARSKY'S APPLIANCE CENTRE, INC., a Florida corporation (the "Corporation"), hereby take the following written action in lieu of holding a meeting regarding same, pursuant to the terms of Sections 607.0821 and 607.0704, inclusive, Florida Statutes.

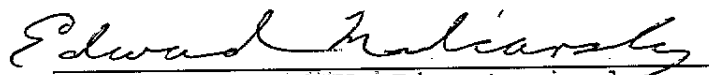
The directors and shareholders considered amending the Articles of Incorporation to change the name of the Corporation to MILCARSKY ENTERPRISES, INC., and adopted the following resolutions:

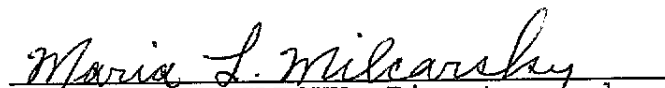
RESOLVED, that the Articles of Incorporation of ED MILCARSKY'S APPLIANCE CENTRE, INC. be amended so as to change the name of the Corporation to MILCARSKY ENTERPRISES, INC.

RESOLVED, that Article I of the Articles of Incorporation shall be amended as follows:

"The name of this corporation shall be MILCARSKY ENTERPRISES, INC."

The undersigned hereby approve and adopt the foregoing actions this 19th day of FEBRUARY, 1999.


EDWARD MILCARSKY, Director and
Shareholder


MARIA L. MILCARSKY, Director and
Shareholder