31482

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December 17, 2001

Division of Corporations Department of State 409 East Gaines Street Tallahassee, Florida 32399

Re: Cultural Assets, Inc. (f/k/a Park Bench, Inc.)

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Amendment for Cultur Assets, Inc., (formerly Park Bench, Inc.). Also enclosed is our law firm check in the amount of \$35.00 representing the filing fee for the articles of amendment.

If the Articles meet with your approval, please file them and return the copy to our office with a stamp showing that they have been filed. Thank you for your cooperation on this matter.

Sincerely,

Gary L. Summers

pay I. Se

GLS /ab Enclosures

Gary and Betty O'Neil

[December 17, 2001/W:\WORD2\CORP\Secretary - State - Articles of Amendment - ltr.wpd]

Amend. & N/c

V SHEPARD DEC 28 2001





The Articles of Incorporation of PARK BENCH, INC., a Florida corporation, were filed with the Florida Secretary of State on November 20, 1989, under Document No. L31482.

1. The following provision of the Articles of Incorporation is hereby amended in the following particular:

Article I is hereby amended to read as follows:

"ARTICLE I - NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

The name of this corporation is Cultural Assets, Inc. The mailing address shall be Post Office Box 41, Umatilla, Florida 32784 and the principal office address of the corporation shall be 41141 Grand Ridge Drive, Umatilla, Florida 32784."

- 2. The foregoing amendment was adopted by the shareholders and directors of the corporation on the 17th day of December, 2001.
- 3. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned president and secretary/treasurer of this corporation have executed these Articles of Amendment this /// day of December, 2001.

CULTURAL ASSETS, INC.

Garv O'Neil. President

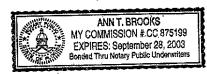
(f/k/a)Park Bench, Inc.)

STATE OF FLORIDA COUNTY OF LAKE

The foregoing Articles of Amendment were acknowledged before me this 1418 day of December, 2001, by Gary O'Neil, President of Cultural Assets, Inc., a Florida corporation, on behalf of the corporation. He is [] personally known to me or [] has produced ______ as identification.

Notary Signature

Printed Notary Signature My Commission Expires:



Article of Amendment
Page 2
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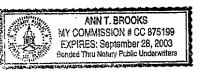
By: Lizabeth O'Neil, Secretary/Treasurer

STATE OF FLORIDA COUNTY OF LAKE

The foregoing Articles of Amendment were acknowledged before me this ______day of December, 2001, by Elizabeth O'Neil, Secretary/Treasurer of Cultural Assets, Inc., a Florida corporation, on behalf of the corporation. She is [_] personally known to me or [_] has produced______ as identification.

Notary Signature

Printed Notary Signature My Commission Expires:



[December 13, 2001/W:\WORD2\CORP\Art of Amend-Park Bench.wpd]