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00 FEB 14 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requester's Name
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
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- Walk in, Pick up time, Certified Copy, Mail out, Will wait, Photocopy, Certificate of Status

NEW FILINGS

- Profit, Not for Profit, Limited Liability, Domestication, Other

NC
2-23-00
DMS

AMENDMENTS

- Amendment, Resignation of R.A., Officer/Director, Change of Registered Agent, Dissolution/Withdrawal, Merger

OTHER FILINGS

- Annual Report, Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign, Limited Partnership, Reinstatement, Trademark, Other

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHAMBHALA CORP.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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

THE NAME OF THE CORPORATION

IS HEREBY CHANGED TO

"SUNBELT DEVELOPMENT CORPORATION"

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: FEB. 1, 2000

FOURTH: 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."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 1ST day of FEBRUARY, 2000.

Signature Paul R. Sussman, PRESIDENT
 (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)

PAUL R. SUSSMAN
 Typed or printed name

PRESIDENT
 Title

PAUL R. SUSSMAN
PRESIDENT

February 17, 2000

Mr. Douglas Spitler
Florida Dept. of State
Division of Corporations – Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

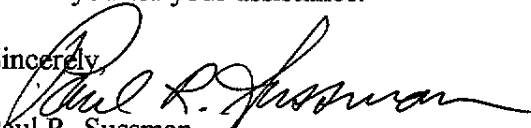
Dear Mr. Spitler:

Pursuant to your instructions, please consider this letter as an affidavit to the effect that Sunbelt Development Corporation will not revoke its February 8, 2000 request for dissolution of the corporation within the next 120 days.

This action for dissolution is being taken in connection with our intention to immediately utilize the name "Sunbelt Development Corporation" as the new name of Shambhala Corp. You are holding the articles of amendment for Shambhala Corp.'s change of name pending receipt by you of this notarized affidavit.

Thank you for your assistance.

Sincerely,


Paul R. Sussman
President

NOTARY

