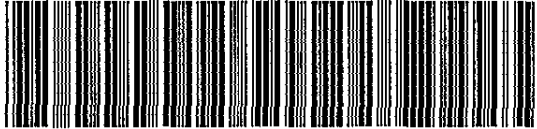


N96000002518

JAMES HENDRIX CEO
PO BOX 91004
Lakeland, FL 33813



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12/13/02--01024--013 **43.75

(City/State/Zip/Phone #)

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 31, 2002

JAMES HENDRIX
P.O. BOX 01004
LAKELAND, FL 33813

*Mark
Cory*

SUBJECT: LAKELAND CARDINALS CORP
Ref. Number: N96000002518

*1330 Herschell
Hershall Lakeland
33815*

We have received your document for LAKELAND CARDINALS CORP and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please contact the undersigned before making corrections or returning your document to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 502A00067978

*Name Not
Avr
789/2544/671*



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

January 22, 2003

JAMES HENDRIX
1332 HERSCHELL STREET
LAKELAND, FL 33815

SUBJECT: LAKELAND CARDINALS CORP
Ref. Number: N96000002518

*If he uses Lakeland
in front*

We have received your document for LAKELAND CARDINALS CORP and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6916.

Carol Mustain
Document Specialist

Letter Number: 203A00003573

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

LAKELAND CARDINALS Corp.
(present name)

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit 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.)

LAKELAND FALCON Inc

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TALLAHASSEE, FLORIDA

SECOND: The date of adoption of the amendment(s) was: 1-7-03

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

James L. Hendrix
Signature of Chairman, Vice Chairman, President or other officer

JAMES L. Hendrix
Typed or printed name

President
Title

1-13-03
Date