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March 17, 2000

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Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**RE: HERON CLASSIC CLEANERS, INC. change name to The Best & Greatest
Dry Cleaning II, Inc.**

Gentlemen:

Enclosed herewith please find an original and one copy of Articles of Amendment to Articles of Incorporation. Please file same and return a copy to our office marked "filed".

Also enclosed is our check in the sum of \$35.00 to cover the cost of filing same.

Should you have any questions, please do not hesitate to contact our office collect.

Very truly yours,

HERBERT H. ROLNICK, P.A.

BY

Renee M. Towne

RENEE M. TOWNE

Legal Asst. To Herbert H. Rolnick, Esq.

rmt
Encs.

28 P0000000 3-20-00

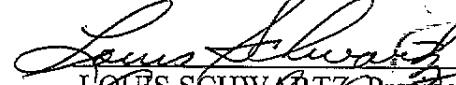

ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION
HERON CLASSIC CLEANERS, INC.

1. ARTICLE I of the Articles of Incorporation of Heron Classic Cleaners, Inc.
is amended to read as follows: The Best & Greatest Dry Cleaning II, Inc.

ARTICLE I

The name of the corporation is: The Best & Greatest Dry Cleaning II, Inc.

2. The foregoing Amendment was adopted and approved by unanimous consent of
all shareholders entitled to vote on this 16th day of March, 2000


LOUIS SCHWARTZ, President

LOUIS SCHWARTZ, Secretary

STATE OF California
COUNTY OF San Diego

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the
State aforesaid and in the County aforesaid to take acknowledgments, personally appeared
Louis Schwartz, as President, and Louis Schwartz, as Secretary of Heron Classic
Cleaners, Inc., A Florida Corporation to me known to be the person described in and
who executed the foregoing Amendment and he acknowledged before me that
he executed same.

WITNESS my hand and official seal in the County and State last aforesaid, this
16th day of March, 2000.


NOTARY PUBLIC
MY COMMISSION EXPIRES: 5/12/03

