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DAVID RASKIN, CPA

440 S. FEDERAL HWY
SUITE 103

WEST PALM BEACH, FL 33411

FILED

MEMO

00 OCT 27 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Division of Corporations
From: Aristocats Inc
Date: Wednesday, October 18, 2000
Subject: amendment to name

700003442587-9
-10/27/00-01076-005
*****35.00 *****35.00

Dear Sir:

Please file this amendment to our articles of incorporation to reflect a name change.

We have enclosed a check for \$35 for the amendment. Also, please file the enclosed application for fictitious name, for which we had previously paid the fee. Thank you.

Christopher Jelavic

Aristocats Inc.

NC
11-6-00
BHS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

00 OCT 27 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A ARISTOCATS ESCORTS INC.

(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 OF CORPORATION, SHALL
CHANGE TO ARISTOCATS INC.

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: 10-19-2000

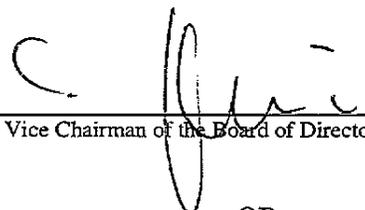
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 19 day of October, 2000

Signature  _____
(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)

CHRISTOPHER JELAVIC
Typed or printed name

PRESIDENT
Title