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ATTORNEYS AT LAW

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April 3, 2001

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

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-04/05/01--01072--022  
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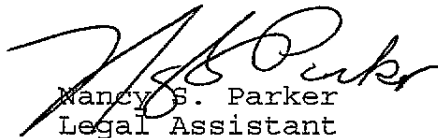
RE: Certificate of Amendment to Articles  
of Incorporation  
Mikes Enterprises, Inc.  
Our File No.: 00-13593

Dear Sir/Madam:

Please find enclosed an original Articles of Amendment of  
Articles of Incorporation and Certificate of Amendment of  
Articles of Incorporation of Mikes Enterprises, Inc. for filing  
along with our trust account check in the amount of \$43.75 for  
filing fee and certified copy to be returned to our office.

Please send all inquiries or acknowledgements to my  
attention.

Sincerely,

  
Nancy S. Parker  
Legal Assistant

nsp  
Enclosures

Amend  
4-12-01  
PMS

FILED  
01 APR -6 AM 9:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

(FS 607.177, 607.181, 607.184, 607.187, 607.191)

1. The following provisions of the Articles of Incorporation of Mikes Enterprises, Inc., a Florida Corporation, filed in Tallahassee, Florida on September 25, 2000, and amended on November 28, 2000, be and they hereby are amended in the following particulars:

Article I, be and it hereby is amended to read as follows:

"The address of the principal office of this corporation shall be 6227 Blanding Blvd., Jacksonville, Florida 32244, and the mailing address of the corporation shall be the same."  
and,

Article VI, be and it hereby is amended to read as follows:

"The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Mike Shalley 415 Arthur Moore Drive  
President/Director Green Cove Springs, FL 32043

Millie Jill Shalley 415 Arthur Moore Drive  
V. President/Secretary Green Cove Springs, FL 32043  
Treasurer/Director"

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 28th day of November, 2000.

IN WITNESS WHEREOF, the undersigned President and Director of this corporation have executed these Articles of Amendment this 28th day of November, 2000.

MIKES ENTERPRISES, INC.

  
MIKE SHALLEY, DIRECTOR/PRESIDENT

STATE OF FLORIDA     }  
COUNTY OF CLAY     }

The foregoing instrument was acknowledged before me this 28TH day of November, 2000, by MIKE SHALLEY, Director/President of Mikes Enterprises, Inc., a corporation existing under the laws of the State of Florida, on behalf of the corporation. He is personally known to me or has produced his drivers license as identification and who did take an oath.

  
NOTARY PUBLIC

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION  
OF MIKES ENTERPRISES, INC.


The undersigned, as President of Mikes Enterprises, Inc., a Florida Corporation, does hereby certify that the following amendment to the bylaws of this corporation was duly adopted at a meeting of the Directors on the 28th day of November, 2000, at which a quorum was present and voted.

RESOLVED AS FOLLOWS:

That the principal business address is changed to 6227 Blanding Blvd., Jacksonville, Florida 32244.

That the resignation of George Michael Durrance is hereby accepted as Vice President/Secretary/Treasurer and Director of the corporation and that Millie Jill Shalley be appointed to serve in his absence.

DATED: 11-28-00

  
Mike Shalley, President