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December 28, 2001

Via Overnight UPS

Secretary of State
State of Florida
Corporation Department
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Pennino's South Trail Texaco, Inc., Name Change
Pennino Enterprises, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$35.00 for the cost of filing said Articles of Amendment. Please forward a certified copy of same to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

Very truly yours,

J. Kevin Drake
J. KEVIN DRAKE

JKD/tlp
Enclosures

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*****35.00 *****35.00

FILED
01 DEC 31 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JAN - 9 2002

N/C

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF
PENNINO'S SOUTH TRAIL TEXACO, INC.

FILED
01 DEC 31 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

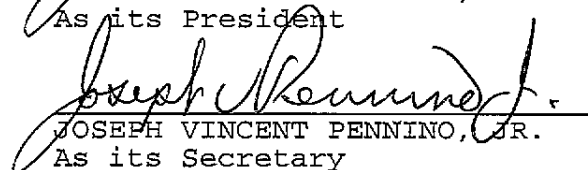
Pursuant to the its Articles of Incorporation and Bylaws, the following provision of the Articles of Incorporation of PENNINO'S SOUTH TRAIL TEXACO, INC., a Florida corporation, filed in Tallahassee, Florida, on December 8, 2000:

Article I is hereby amended as to the name of the corporation. The name of the corporation is hereby deleted and the following is substituted therefor:

1. Name: The name of this Corporation is PENNINO ENTERPRISES, INC.

The foregoing Amendment was adopted by written consent of all shareholders entitled to vote and unanimous consent of the directors of the Corporation on the 28th day of December, 2001.


JOSEPH VINCENT PENNINO, JR.
As its President

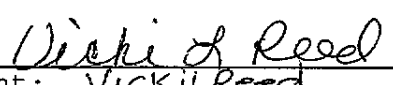

JOSEPH VINCENT PENNINO, JR.
As its Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

THE FOREGOING instrument was acknowledged before me on the 28th day of December, 2001, by Joseph Vincent Pennino, Jr., as President and as Secretary of the corporation, who is personally known to me or who produced _____ as identification and who did not take an oath.



Vicki L. Reed
My Commission CC946502
Expires June 18 2004


Print: Vicki L. Reed
NOTARY PUBLIC
My commission expires: