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ACCOUNT NO. : 072100000032

REFERENCE : 971286 4718535

AUTHORIZATION :

COST LIMIT : \$ 35.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JAN 19 PM 4:48

FILED

ORDER DATE : January 19, 2001

ORDER TIME : 2:25 PM

ORDER NO. : 971286-005

CUSTOMER NO: 4718535

CUSTOMER: Robert M. Buckel, Esq  
Porter Wright Morris & Arthur  
Suite 300  
5801 Pelican Bay Boulevard  
Naples, FL 34108

name  
change  
Amend

400003556114--7

DOMESTIC AMENDMENT FILING

NAME: PROGENY III, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS:

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

01 JAN 19 PM 3:18

RECEIVED

DR  
1/22/01

ARTICLES OF AMENDMENT

FILED  
01 JAN 19 PM 4:49  
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of PROGENY III, INC., a Florida corporation, filed in Tallahassee on January 18, 2001, be and they hereby are amended in the following particulars:

Article I is hereby amended to read as follows:

The name of the corporation shall be: PROGENY III CORP.

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 16th day of January, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 16th day of January, 2001.

PROGENY III, INC.

By


  
James J. Jentgen  
President/Secretary

STATE OF FLORIDA

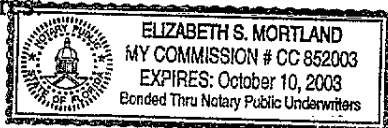
COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared James J. Jentgen as President and Secretary of PROGENY III, INC., known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated and with due and regular corporate authority.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of January, 2001.

  
Notary Public, State of Florida

My Commission Expires



**CERTIFICATE OF AMENDMENT**

**OF**

**PROGENY III, INC.**

The undersigned, as Secretary of PROGENY III, INC., a Florida corporation, does hereby certify that \_\_\_\_\_ are hereby amended to reflect the new name of the corporation adopted by resolution at a special meeting of the Stockholders and Directors held on the 16th day of January, 2001, and that the new name of the corporation shall be PROGENY III CORP.

DATED this 16th day of January, 2001.

By: \_\_\_\_\_

  
James J. Jentgen, Secretary