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TALLAHASSEE, FLORIDA

N.C.

C. Ocullette JUN 26 2003

LAW OFFICE OF
R. WILLIAM FUTCH

610 SE 17TH STREET
OCALA, FLORIDA 34471
(352) 732-8080
FAX: (352) 732-8023
E-MAIL: rwfutchpa@aol.com

PLEASE REPLY TO:
POST OFFICE BOX 4885
OCALA, FLORIDA 34478

June 13, 2003

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

Re: NAME CHANGE OF SMART LOYALTY CARD, INC.

Dear Sir/Madam:

Please find enclosed an original Name Change Amendment to Articles of Incorporation of Smart Loyalty Card, Inc. to be filed with your office along with a check for \$50.00 representing payment for filing same.

Please return a conformed copy of the Name Change Amendment to the Articles of Incorporation to me in the envelope provided.

Thank you for your cooperation. If you have any questions, please contact me.

Very Truly Yours,

BY


R. WILLIAM FUTCH

RWF/kad
Enc.

(Check #4012 from Craig Baggs)

**NAME CHANGE
AMENDMENT TO ARTICLES OF INCORPORATION
of SMART LOYALTY CARD, INC.
a Florida Corporation**

The Articles of Incorporation of SMART LOYALTY CARD, INC., approved and filed in the office of the Secretary of State, State of Florida, on the 16th day of March, 2001, are amended as follows:

By deleting ARTICLE I in its entirety and substituting the following new ARTICLE I:

ARTICLE I

Name

The name of the Corporation shall be:

CCB ENTERPRISES, INC.
a Florida Corporation

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TALLAHASSEE, FLORIDA
CLERK OF STATE

**CERTIFICATE OF APPROVAL OF AMENDMENT OF
ARTICLES OF INCORPORATION
of
SMART LOYALTY CARD, INC.**

I, the undersigned, being the President and Secretary respectively, of SMART CARD LOYALTY CARD, INC., hereby certify that the Board of Directors of the corporation did unanimously approve and recommend, at their properly noticed meeting of June 12, 2003, that the Articles of Incorporation of SMART LOYALTY CARD, INC., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 16th day of March, 2001, be amended in the manner set forth above and did propose said amendment to the entire Board of Directors and all Members of the Corporation.

WE DO FURTHER CERTIFY that approval was by unanimous consent; that all of the Officers of the Corporation were present, and that a quorum of the Board Members were present.

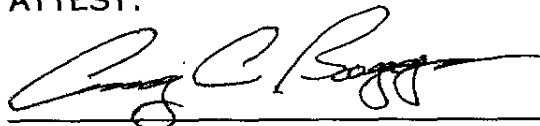
WE DO FURTHER CERTIFY that by unanimous consent of all Board of Directors who were present and entitled to vote that the Corporation did approve the foregoing amendment on the 12th day of June, 2003.

IN WITNESS WHEREOF, the President of the corporation has hereunto affixed his signature and the Secretary of the corporation has also hereunto affixed his signature and the corporate seal of the corporation this 12th day of June, 2003.



CRAIG C. BAGGS, President

ATTEST:



CRAIG C. BAGGS, Secretary


(Corporate Seal)

AFFIDAVIT FOR AMENDMENT OF ARTICLES

STATE OF FLORIDA)
COUNTY OF MARION)

I DO HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take oaths and acknowledgments, personally appeared CRAIG C. BAGGS, President and Secretary respectively of SMART LOYALTY CARD, INC., to me well known to be the individuals described in and who executed the attached Amendment to Articles of Incorporation, and they acknowledged before me that the matters and things contained in the Amendment are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above this 12th day of June, 2003.


Notary Public, State of Florida
My Commission Expires: 1/17/06

