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THE SOLUTIONS GROUP

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Attorney at Law
Corporate and Business Law
Wills, Trusts and Estate Planning

June 8, 2001

William F. Poole, IV
Financial Planner*
Debt Reduction
Wealth Accumulation
Retirement Planning
Business Succession
Investment Management

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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

RE: MPIRE ENTERPRISES, INC.
Articles of Amendment

Ladies and Gentlemen:

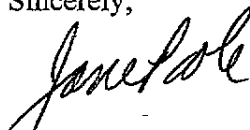
Enclosed is an original and one copy of Articles of Amendment for the above referenced corporation for filing. Our firm's check for \$35.00 is enclosed to cover the filing fee.

Upon acceptance of the Articles of Amendment and filing thereof by your office, please provide this firm with a confirmation of filing.

Thank you for your cooperation in this matter.

*Note. Jane Poole gave Authorization
to delete "First" in article VII.
6/20 JB*

Sincerely,



Jane Poole, Assistant to
William F. Poole, IV
THE SOLUTIONS GROUP

Enclosures
cc: John McKay

Amend.

V SHEPARD JUN 21 2001

*Securities through G.A. Repple & Company, A Reg. Broker/Dealer and
Investment Advisor, Member NASD, SIPC & MSRB

101 Normandy Road, Suite 101, Casselberry, Florida 32707-3864 (407) 339-9090
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ARTICLES OF AMENDMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JUN 12 PM 2:39

1. The following provisions of the Articles of Incorporation of **MPIRE ENTERPRISES, INC.**, a Florida corporation, as filed in the offices of the Secretary of State, State of Florida in Tallahassee, Florida on the 14th day of May, 2001 be and they are hereby amended in the following particulars:

Article III - Capital Stock; Article VI - Directors; Article VII - Initial Directors are hereby amended to read as follows:

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of Class A, common stock, and one hundred (100) shares of Class B, common stock, each having the par value of \$1.00.

Class A shares shall have voting rights
Class B shares shall have no voting rights

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE VI - DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the Shareholders and serve as provided in the By-Laws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The corporation shall have three (3) directors initially.

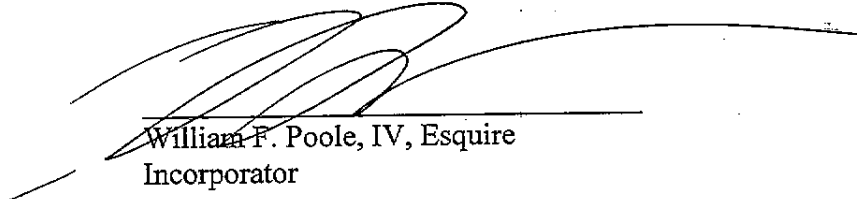
ARTICLE VII - INITIAL DIRECTORS

The names and street addresses of the ¹⁵first Board of Directors who shall hold their office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
John G. McKay	8150 Presidents Drive, Orlando, FL 32809
Kerry McKay Avery	6560 Bayshore Drive, St. Cloud, FL 34771
John David McKay	1850 Orangewood Avenue, St. Cloud, FL 34711

2. The foregoing amendments were adopted by the Incorporator before the issuance of shares on the 5th day of June, 2001.

IN WITNESS WHEREOF, William Fred Poole, IV, Esquire, the Incorporator of the Corporation, has executed these Articles of Amendment this 5 day of June, 2001.



William F. Poole, IV, Esquire
Incorporator