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**THE SOLUTIONS GROUP**

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William F. Poole, IV  
Attorney at Law  
Corporate and Business Law  
Wills, Trusts and Estate Planning

August 23, 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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-08/27/01--0114--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: MPIRE ENTERPRISES, INC.  
Articles of Amendment

Ladies and Gentlemen:

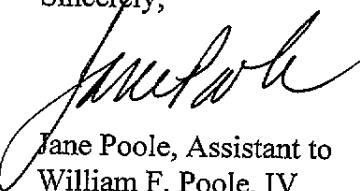
Enclosed is an original and one copy of Articles of Amendment for the above referenced corporation for filing. Our firm's check for \$35.00 is enclosed to cover filing fees.

After filing by your office, please provide this firm with a confirmation of receipt.

Thank you for your cooperation in this matter.

Sincerely,

Amend  
8-30-01  
mks

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

Enclosures  
cc: John McKay

**ARTICLES OF AMENDMENT**  
**CHANGE OF OFFICERS**

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 V - ADDRESS**

The initial street address of the principal office of this corporation is to be 6560 Bayshore Drive, St. Cloud, Florida 34771; mailing address shall be P. O. Box 70135, St. Cloud, Florida 34771; The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VII - INITIAL DIRECTORS**

The names and street addresses of the 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>
Kerry McKay Avery	6560 Bayshore Drive, St. Cloud, FL 34771
John David McKay	1850 Orangewood Avenue, St. Cloud, FL 34771
Jody McKay Pate	5890 Lake Lizzie Drive, St. Cloud, FL 34771

**CHANGE OF OFFICERS**

President:	Kerry McKay Avery 6560 Bayshore Drive St. Cloud, Florida 34771
Vice President:	John D. McKay 1850 Orangewood Avenue St. Cloud, Florida 34771
Secretary:	Jody McKay Pate 5890 Lake Lizzie Drive St. Cloud, Florida 34771
Treasurer:	Kerry McKay Avery 6560 Bayshore Drive St. Cloud, Florida 34771

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing amendments and change of officers was adopted by the Stockholders and Directors of the corporation by Action by Unanimous Written Consent of Directors/Shareholders of Mpire Enterprises, Inc., dated August 1, 2001.

Mpire Enterprises, Inc.

By: Kerry McKay Avery  
Kerry McKay Avery, President

By: Jody McKay Pate  
Jody McKay Pate, Secretary