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FILED
01 JUN 25 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P01000057653

June 20, 2001

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

Department of State
Division of Corporations
409 Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment
Hillis & Sons, Inc.

Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$35.00 made payable to Florida Department of State representing your fee to amend Articles of Incorporation.

Please forward the file stamped Articles of Amendment to me.

Should you have any questions, please contact me.

Very truly yours,

Michael Simon

Michael W. Simon

*Amend
6-29-01
MWS*

MWS:mmm
enclosures

ARTICLES OF AMENDMENT

TO

HILLIS & SONS, INC.

FILED

01 JUN 25 AM 11:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Hillis & Sons, Inc., a Florida corporation (the "Corporation") filed with the Florida Department of State on June 6, 2001 and assigned document number P01000057653.

2. Article VI of the Articles of Incorporation is hereby amended to read as follows:

The name and street address of the initial member of the Board of Directors is:

Robby Cunningham
3279 S.W. 14th Place
Boynton Beach, Florida 33426

3. Article VII of the Articles of Incorporation is hereby amended to read as follows:

President/Vice President/Treasurer/Secretary

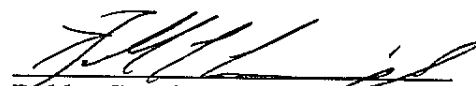
Robby Cunningham

4. Article VIII of the Articles of Incorporation is hereby amended to read as follows:

The name and street address of the incorporator to these Articles of Incorporation is Robby Cunningham, 3279 S.W. 14th Place, Boynton Beach, Florida 33426.

5. The foregoing amendments were unanimously adopted by the sole Director and Stockholder of the Corporation eligible to vote by a Written Consent signed by him on June 20, 2001, manifesting him to these amendments to the Articles of Incorporation be adopted, pursuant to Section 607.1003, Florida Statutes. The number of votes cast for the amendment was sufficient for approval by the Stockholder.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 20 day of June, 2001.


Robby Cunningham, President

TRANSMITTAL LETTER

TO: Department Of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FROM: Michael W. Simon, Esq.
The Sanctuary Centre
4800 North Federal Highway
Suite 100-D
Boca Raton, FL 33431

RE: Articles of Amendment: Hillis & Sons, Inc.
Document No. PO1000057653

DATE: June 18, 2001

Enclosed is an original and one (1) copy of the Articles of Amendment for the above-referenced corporation. Also included is a check for :

xx \$35.00
(Filing Fee)

Please provide the original and one conformed copy of the Articles of Amendment to the address set forth above.

Thank you for your assistance.