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George N. Klimis, P.A.

Attorney at Law

◆ L.L.M. Taxation ◆

February 27, 2002

VIA CERTIFIED MAIL/RETURN RECEIPT

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-03/04/02--01128--001

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

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: SPS America, Inc.

Dear Sir:

Please find enclosed two (2) original Articles of Amendment for SPS America, Inc. Also, enclosed is the filing fee for \$35.00.

After processing and filing the original Articles of Amendment, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 


George N. Klimis, Esquire

GNK/bac

Enclosures: As referenced above

GEORGE N. KLIMIS, P.A.
23 East Tarpon Avenue
Tarpon Springs, Florida 34689

FILED
02 MAR -4 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
DRB
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

CNI LASTRE, INC.

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE I: NAME

The name of the Corporation is: **SPS AMERICA, INC., 2313 Destiny Way, Odessa, Florida 33556.**

ARTICLE II: AMENDMENT

Article I of this Corporation's Articles of Incorporation is hereby amended (the "Amendment"), in its entirety, so as to read after Amendment, as follows:

ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation shall be: **CNI LASTRE, INC., 2313 Destiny Way, Odessa, Florida 33556.**

ARTICLE III: ADOPTION

The Amendment has been adopted and approved by consent of all of the Directors and Shareholders of the Corporation pursuant to 607.1002 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed, adopted and signed these Articles of Amendment on behalf of the Corporation this 20 day of February, 2002.

SPS AMERICA, INC.

By: _____

NERVY HELBER, President

STATE OF FLORIDA

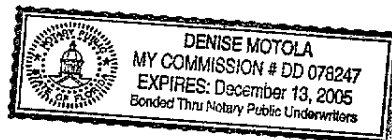
COUNTY OF Pasco

The foregoing instrument was acknowledged before me this 26 day of February, 2002 by NERVY HELBER, President, of SPS AMERICA, INC., a Florida corporation, on behalf of the Corporation. NERVY HELBER is personally known to me or has produced proper identification and not take an oath.

Signed:

Printed:

Notary Public - State of Florida



**UNANIMOUS CONSENT IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS AND DIRECTORS**

OF

SPS AMERICA, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of **SPS AMERICA, INC.**

The undersigned, being all of the Shareholders and Directors of **SPS AMERICA, INC.**, acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to changing the name of the Corporation to **CNI LASTRE, INC.**, and approve and adopt the foregoing Articles of Amendment.

DATED: February 26, 2002.



NERVY HELBER,
Director and Shareholder

(CORPORATE SEAL)