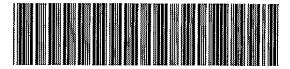
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TRANSMITTAL LETTER

TO: Amendment Section Division of Corporations
SUBJECT: Thomas - Rice, Inc. (Name of corporation)
DOCUMENT NUMBER:
The enclosed Statement of Change of Registered Office/Agent and fee are submitted for filing.
Please return all correspondence concerning this matter to the following:
Angela Hann (Name of person)
Thomas - Rice, Inc (Name of firm/company)
638 74th Ave, N. (Address)
St. Pete., Fl 33702 (City/state and zip code)
For further information concerning this matter, please call: Apoelo Wann at (777) 526-5766
Angela Hann at (727) 526-5266 (Name of person) (Area code & daytime telephone number)
Enclosed is a \$35.00 check made payable to the Department of State.
Mailing Address: Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Street Address: Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

O2 OCT 30 PH 2:41

TALLAHASSEE. FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

(Document Number of Corporation (If known)

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

I Lloyd Thomas resign as president + Treasurer of this corp. as of 10/25/02

Hristing Rice will be Bresident, the - President + Secretary

Angela Hann will be Vice-President + Treasurer

All the Above is effective as of 10/25/02

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

I Lloyd Thomas Sell my 1500 Shares of Stock in Thomas-Rice, Inc. for \$1.00 to tristing Rice. as of 10/25/02.

2002

THIRD:	The date of each amendment's adoption: 10/25/0Z
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
U	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	(voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature_	Signed this
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR _
	(By an incorporator if adopted by the incorporators)
	LLOYD E FALOMAS (Typed or printed name)
	INDSIDONT (Title)