

PD2 000122513

(Requestor's Name)

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(Business Entity Name)

(Document Number)

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Amend/Name change/CUS
1/27/03 (10)



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01/21/03--01091--006 **43.75

FILED
03 JAN 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THORNTON ASSETS, INC.

January 15, 2003

FILED
03 JAN 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

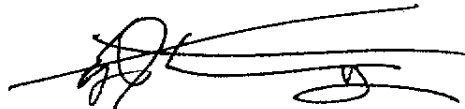
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please accept the enclosed amendments to the corporation. I would also like to receive a certificate of status mailed to the following address:

Thornton Assets, Inc.
c/o Erly Thornton
319 Kassik Circle
Orlando, FL 32824

Sincerely,



Erly Thornton
President

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
03 JAN 21 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THARNTON ASSETS, INC.

(present name)

PO2000122513

(Document Number of Corporation (If known))

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:

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

- ① Article I - The name of the corporation is hereby changed from THARNTON ASSETS, INC TO THORNTON ASSETS, INC.
- ② Article IV - The number of shares the corporation is authorized to issue is hereby changed from 100 to 1,000,000. ~~100~~ Shares have not been issued as of yet, therefore there will not be a need to exchange, reclassify or cancel issued shares
- ③ The corporation tax year end is hereby changed from December 31 to September 30

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:

THIRD: The date of each amendment's adoption: December 2, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

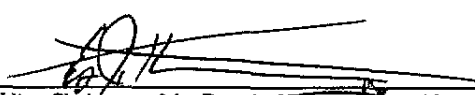
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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.

Signed this 30th day of DECEMBER, 2002

Signature


(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)

ERLY J. THORNTON III

Typed or printed name

PRESIDENT, INCORPORATOR

Title