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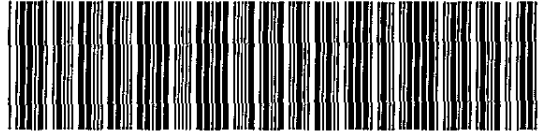
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

Amended
3/19

BOOTH & COOK, P. A.
Attorneys at Law

STEPHEN C. BOOTH
J. HARRIS COOK

RIDGEWOOD EXECUTIVE CENTER
7510 RIDGE ROAD
PORT RICHEY, FLORIDA 34668
727/842-9105
FAX 727/848-7601

March 9, 2004

Secretary of State
Division of Corporation/Amendment Dept.
P.O. Box 6327
Tallahassee, FL 32312

Re: SCH & L, INC.

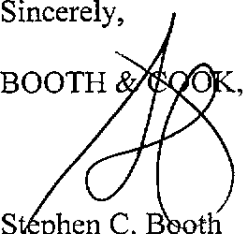
To Whom It May Concern:

Enclosed please find the Articles of Amendment to Articles of Incorporation, plus one copy, for the above referenced along with a check for the filing fees. Please file this and return the copy to my office as soon as possible.

Thank you and if any further information is needed please call.

Sincerely,

BOOTH & COOK, P.A.



Stephen C. Booth

encl.
/lan

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SCH & L, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation.

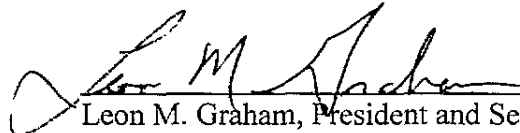
1. Article V. of the Articles of Incorporation of SCH & L, INC. is amended as follows: The street address of the principal office is changed to 2882 Gulf to Bay Blvd. #227, Clearwater, FL 33759 and the address of the registered office of this corporation is 2882 Gulf to Bay Blvd. #227, Clearwater, FL 33759 and the name of the registered agent at that address is Leon M. Graham, 2882 Gulf to Bay Blvd. #227, Clearwater, FL 33759.

2. Article VI. of the Articles of Incorporation of **SCH & L, INC.** is amended as follows: Jack Barton and Sheila Barton will be removed as Directors and Leon M. Graham of 2882 Gulf to Bay Blvd. # 227, Clearwater, FL 33759 will be added as the Director.

3. The foregoing amendment was adopted by the shareholders of this corporation on March 7, 2004, by unanimous vote.

IN WITNESS WHEREOF, the undersigned president and secretary of this corporation have executed these Articles of Amendment on March 9, 2004.

FILED
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

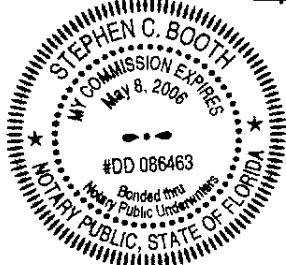


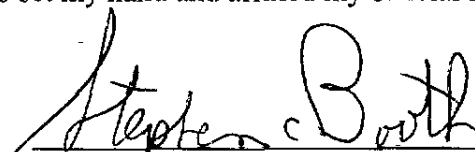
Leon M. Graham, President and Secretary

STATE OF FLORIDA:
COUNTY OF PASCO :

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared, Leon M. Graham, who is personally known to me or has produced _____ as identification to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, on March 9, 2004.





NOTARY PUBLIC