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10/08/04--01035--009 **43.75

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TALLAHASSEE, FLORIDA

SMITH & ASSOCIATES
CERTIFIED PUBLIC ACCOUNTANTS

Professional Association

J. MICHEAL SMITH, C.P.A.

CYNTHIA L. BLACK, C.P.A.
GEORGE S. CHAGARIS, C.P.A.

SUITE 207
4100 WEST KENNEDY BLVD.
TAMPA, FLORIDA 33609-2255
(813) 286-2400
TOLL FREE 1 (800) 530-6555
FAX (813) 281-1259

www.smithassociatescpas.com
mikesmithcpa@aol.com

SUITE 9
1601 RICKENBACKER DRIVE
SUN CITY CENTER, FLORIDA 33573-5332
(813) 634-8885
TOLL FREE 1 (800) 206-6444
FAX (813) 633-3228

*Members: American Institute
and Florida Institute of CPAs*

October 7, 2004

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: BERNHARDT RENTALS, INC. (Now known as BERNHARDT ENTERPRISES, INC.)
No. P04000120179

Ladies and Gentlemen:

Enclosed are two original Articles of Amendment to Articles of Incorporation for the above named corporation.

Also enclosed is our check in the amount of \$43.75, representing the filing fee and certified copy fee payable to the Secretary of State.

Please file the original of the enclosed Articles of Amendment to Articles of Incorporation and return a certified copy to our office.

If you should have any questions, please do not hesitate to call.

Sincerely,

SMITH & ASSOCIATES, CPAs, P.A.,

By: 

J. Micheal Smith, C.P.A.

JMS/scc
enclosures

cc: Ms. Karen R. Bernhardt, Vice President
Bernhardt Enterprises, Inc.
803 Par Court
Apollo Beach, FL 33572

FEDEX
Airbill No. 836562490184



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 15, 2004

J. MICHAEL SMITH, C.P.A.
SMITH & ASSOCIATES, CPA, PA
4100 W.KENNEDY BLVD., SUITE 207
TAMPA, FL 33609-2255

SUBJECT: BERNHARDT RENTALS, INC.
Ref. Number: P04000120179

We have received your document for BERNHARDT RENTALS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6882.

Maryanne Dickey

Document Specialist

Letter Number: 504A00059475

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
BERNHARDT RENTALS, INC.

The undersigned officer for the purpose of amending a for profit corporation, hereby adopts the following Articles as amended:

The corporation hereby amends the name of the corporation to BERNHARDT ENTERPRISES, INC. so that ARTICLE I reads as follows:

ARTICLE I

The name of the corporation is BERNHARDT ENTERPRISES, INC.

The corporation hereby amends ARTICLE VII so that the officers and directors will read as follows:

ARTICLE VII

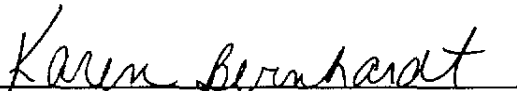
The officers and directors of the corporation are as follows:

**Title: PRESIDENT, SECRETARY & DIRECTOR
BRIAN GIULIANI
803 PAR COURT
APOLLO BEACH, FL 33572**

**Title: VICE PRESIDENT, TREASURER & DIRECTOR
KAREN R. BERNHARDT
803 PAR COURT
APOLLO BEACH, FL 33572**

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The number of votes cast for this amendment by the shareholders was sufficient for approval.
Respectfully submitted this 7th day of October, 2004.


Karen R. Bernhardt, Vice President