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FILED
SEP 22 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 19, 1997


Department of State
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

Re: **FantasyScape, Inc.**

Enclosed are the original and one copy of the Articles of Amendment, Certificate of Designation, and Name Reservation Letter for the above proposed corporate name. Also enclosed is a check in the amount of \$35.00, representing the fees for filing, certificate, and a returned copy.

Thank you for your assistance in this matter.

Sincerely,


Marietta A. Hammel, Esq.

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

NCAM
9/23



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 23, 1997

MARIETTA A. HAMMEL, ESQ.
515 EAST LAS OLAS BLVD.
SUITE 1150
FORT LAUDERDALE, FL 33301

The name FANTASYSCAPE, INC. has been reserved for 120 days beginning May 23, 1997. The reservation number is R97000002534 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 497A00028179

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SPEIER'S LANDSCAPE, INC.

FILED
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SECRETARY OF STATE
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:

FIRST: Amendments adopted:

1. Article I is amended as follows: The name of this corporation is FantasyScape, Inc.

2. Article V is amended as follows: The street address for the registered agent of this corporation is 804 SE 19 Street, Ft. Lauderdale, Florida, 33316.

3. Article VI is amended as follows: The Corporation shall have two directors to hold office until the first annual meeting of stockholders and until their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the directors are:

John R. Speier
804 SE 19 Street
Ft. Lauderdale, FL, 33316

Claude N. Maguire
4780 NW 95 Drive
Coral Springs, FL, 33076

4. Article VII is amended as follows: The names and addresses of the Incorporators signing these Articles are:

John R. Speier
as Pres./Sec.
804 SE 19 Street
Ft. Lauderdale, FL, 33316

Claude N. Maguire
as Vice Pres./Treas.
4780 NW 95 Drive
Coral Springs, FL, 33076

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:

1. FantasyScape, Inc. has 100 issued shares.
2. Shareholder John R. Speier owns 50 shares.
3. Shareholder Claude N. Maguire owns 50 shares.

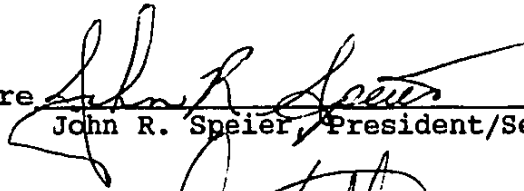
THIRD: The date of each amendment's adoption is September 15, 1997.

FOURTH: Adoption of Amendments

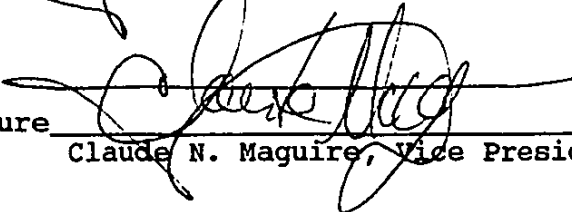
The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 15th day of September, 1997.

Signature


John R. Speier, President/Secretary/DIR.

Signature

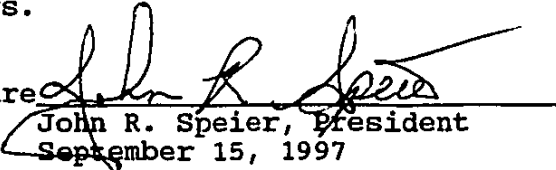

Claude N. Maguire, Vice President/Treasurer

**CERTIFICATE DESIGNATING CHANGE
OF
REGISTERED AGENT**

In compliance with section 607.0501, Florida Statutes, the following is submitted:

1. Name of the Corporation is Speier's Landscape, Inc. changed by amendment to FantasyScape, Inc.
2. Street address of the prior Registered Office: 3732 NW 16 Street, Ft. Lauderdale, FL, 33311.
3. Name of prior Registered Agent is Filings, Inc.
4. Name of successor Registered Agent is: John R. Speier.
5. Street address of the successor Registered Office is: 804 SE 19 Street, Ft. Lauderdale, FL, 33316.
6. Such change of Registered Agent and Registered Office was authorized by an Officer of the Corporation, so authorized by the Board of Directors.

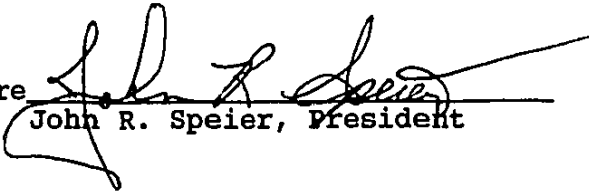
Signature


John R. Speier, President
September 15, 1997

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

September 15, 1997

Signature


John R. Speier, President