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LEWIS W. STONE
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Post Office Drawer 2048
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July 29, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Post Office Box 6327
Tallahassee, FL 32314

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-08/02/99--01156--012
*****87.50 *****43.75

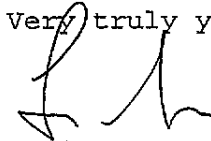
Re: LAVILLITA AND COMPANY, INC.

Dear Sir or Madam:

Enclosed please find an original and copy of Amendment to Articles of Incorporation for the above-referenced corporation. Also, enclosed is a check in the amount of \$87.50 which represents your fee for the Amendment and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,



Lewis W. Stone

LWS:cak

Enclosures

xc: Jeannine R. Spencer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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T. LEWIS AUG 9 1999

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
LAVILLITA AND COMPANY, INC.

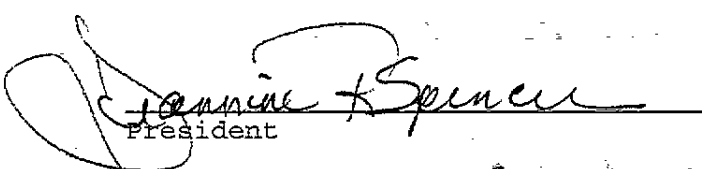
I, the undersigned, being the President and Secretary of LAVILLITA AND COMPANY, a Florida corporation, hereby certify that the following Amendments were unanimously adopted by the Shareholder and Director of the corporation by written consent dated 28 day of July, 1999.

ARTICLE I. "NAME" is amended to read as follows:

"The name of the corporation is J & D SPENCER, INC."

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set our hands and seals this 28 day of July, 1999.


President

ATTEST:


Secretary

(Corporate Seal)

Corporation/Amend Art-NameChange/cak

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA