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P93000051601
January 30, 1997

State of Florida
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 FEB -3 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Genesis Manufacturing, Inc.

Dear Sir or Madam:

Enclosed is the original Articles of Amendment to Articles of Incorporation for Genesis Manufacturing, Inc. Would you please see that they are filed appropriately.

Next you will find enclosed our check in the amount of \$87.50 to cover the following:

1.	Filing Fee for Articles of Amendment	\$35.00
2.	Certified Copy of Articles of Amendment	<u>52.50</u>
	TOTAL	\$87.50

If the above and foregoing are in proper order, please process this at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

Patrick W. Rinard
PATRICK W. RINARD

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-02/03/97--01046--016
*****87.50 *****87.50

PWR:jm
Enclosures
cc: Genesis Manufacturing, Inc.

Amend
LF
2-6-97

FILED
97 FEB -3 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF GENESIS MANUFACTURING, INC.,
A FLORIDA CORPORATION**

The undersigned, as President of GENESIS MANUFACTURING, INC., a Florida corporation (the "Corporation"), does hereby certify that the Amendment provided for herein to change Article V of the Corporation's Articles of Incorporation was recommended by the Board of Directors of the Corporation to the stockholders at a meeting of stockholders held January 17, 1997, and the number of votes cast in favor of the amendment was sufficient to carry the motion.

1. The name of the Corporation is:

GENESIS MANUFACTURING, INC., a Florida corporation.

2. Article V of the Articles of Incorporation filed July 19, 1993, in the office of the Secretary of State, State of Florida, as Document No. P93000051601, as same was amended by Articles of Amendment filed July 25, 1994, is hereby deleted in its entirety and the following new Article V is substituted in lieu thereof:

ARTICLE V - CAPITAL STOCK

This corporation shall be authorized to issue One Million (1,000,000) shares of Common Stock at \$.001 par value per share.

The holders of common stock of this corporation shall be entitled to one (1) vote for each share held at all meetings of the stockholders of the corporation, and such shares shall be fully paid and non-assessable

3. All other Articles and provisions of the Articles of Incorporation remain the same as originally filed.

IN WITNESS WHEREOF, I, the undersigned President of the Corporation, have hereunto subscribed my name this 17th day of January, 1997.

WITNESSES:

GENESIS MANUFACTURING, INC.,
a Florida corporation


Print Name: DOUGLAS H. OWENS

By:


RICHARD H. OWENS
President


Print Name: SHEILA CAPITOSTI

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27th day of January, 1997, by RICHARD H. OWENS, as President of GENESIS MANUFACTURING, INC., a Florida corporation, who is personally known to me, or who produced a driver's license as identification.

Sheila J. Caputo

Notary Public
Commission Expires:
Commission No.:



SHEILA J. CAPUTO
COMMISSION # 411579
EXPIRES OCT 4, 1998
(Affix Seal)