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December 15, 1997

Department of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32310

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-12/18/97--01092--002

*****43.75 *****43.75

Re: Articles of Amendment
Our File No. 93-112-4059.1

Dear Sirs:

Enclosed herewith are those Articles of Amendment and Statement of Amendment (original and copy) which we would appreciate your filing with respect to St. Cloud Auto Body, Inc., changing its name to St. Cloud Enterprises, Inc. and thereafter supplying us with a certificate showing that the Articles of Incorporation have been amended.

Our check for \$43.75 covering filing fee (\$35.00) and certificate fee (\$8.75) is enclosed.

In advance, thank you for your attention to the within.

Sincerely,



JOHN B. RITCH, ESQUIRE

JBR/pc

Encs.

PAT\LTR\STATE (ST CLOUD AUTO-AMENDMENT)

97DEC 18 AM 11:26

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

N.C.
12-29-97
CC

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ST. CLOUD AUTO BODY, INC.

St. Cloud Auto Body, Inc., effective the 1st day of January, 1998, amended the Articles of said corporation by changing the name to St. Cloud Enterprises, Inc., which change has been approved by both its shareholders and board of directors.

(Corporate Seal)

ST. CLOUD AUTO BODY, INC.

By Wayne Matthews
Wayne Matthews, President

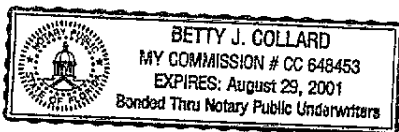
By Pamela Matthews
Pamela Matthews, Secretary

FILED STATE
SECRETARY OF CORPORATION
97 DEC 18 AM 11:26
DIVISION OF

STATE OF FLORIDA
COUNTY OF OSCEOLA, ss:

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the state and county last aforesaid to take acknowledgments, personally appeared Wayne Matthews and Pamela Matthews, to me known to be the President and Secretary, respectively, of St. Cloud Auto Body, Inc. and acknowledged before me that they executed the foregoing Articles of Amendment to Articles of Incorporation on behalf of said corporation as such President and Secretary freely and voluntarily for the uses and purposes therein expressed. They are personally known to me or have produced _____ as identification.

WITNESS my hand and official seal at St. Cloud, Osceola County, Florida, this 12th day of December, 1997.



Betty J. Collard
Notary Public, State of Florida
Printed Name: BETTY J. COLLARD
Commission No.: _____
My Commission Expires: _____

STATEMENT OF AMENDMENT

The undersigned constituting the sole stockholders of St. Cloud Auto Body, Inc. pursuant to Florida Statutes §607.1003, and after having received notice of the change to be made, do hereby amend the Articles of St. Cloud Auto Body, Inc. and change the name of said corporation to: St. Cloud Enterprises, Inc.

DATED this 12th day of December, 1997.


Wayne Matthews


Pamela Matthews