



THE UNITED STATES
CORPORATION
COMPANY

P94000008236

ACCOUNT NO. : 072100000032

REFERENCE : 266644 81298A

AUTHORIZATION : *Patricia Pajuts*

COST LIMIT : \$ 87.50

ORDER DATE : February 20, 1997

ORDER TIME : 10:22 AM

ORDER NO. : 266644-005

CUSTOMER NO: 81298A

4000002001324-4

CUSTOMER: Daniel N. Martin, Esq
Daniel N. Martin, P.a.
P. O. Box 786

New Port Richey, FL 34656-0786

DOMESTIC AMENDMENT FILING

NAME: MKR HOLDING COMPANY, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 FEB 20 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W. Charles Earnest
02/20/97
DC

FILED
97 FEB 20 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

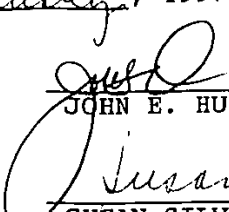
ARTICLES OF AMENDMENT

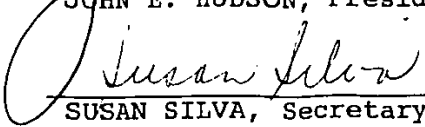
1. Article I of the Articles of Incorporation of **MKR HOLDING COMPANY, INC.**, a Florida Corporation, is hereby amended to read as follows:

"1. Name. The name of the corporation shall be **REGENCY WELLINGTON, INC.**, and the principal place of business of said corporation shall be at 6709 Ridge Road, Port Richey, Florida 34668."

2. The foregoing Amendment was adopted and approved by unanimous consent of the shareholders of this corporation on the 31ST day of January, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 31ST day of January, 1997.

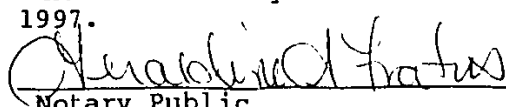

JOHN E. HUDSON, President


SUSAN SILVA, Secretary

STATE OF FLORIDA)
COUNTY OF PASCO)

BEFORE ME, the undersigned authority, personally appeared JOHN E. HUDSON and SUSAN SILVA, President and Secretary, respectively, of **MKR HOLDING COMPANY, INC.**, a Florida Corporation, known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledged before me that they executed the Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31ST day of January, 1997.


Notary Public

Printed Name of Notary:

My Commission Expires:



Geraldino A. Fratus
MY COMMISSION # CC499290 EXPIRES
October 4, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

MINUTES OF THE SPECIAL MEETING OF DIRECTORS

OF

MKR HOLDING COMPANY, INC.

The special meeting of directors of the corporation was held at 6709 Ridge Road, Port Richey, Florida 34668, on the 31st day of January, 1997, at Port Richey. The following were present: Michael K. Reese, being sole Director.

John E. Hudson acted as Chairman and Susan Silva was in attendance for the purpose of acting as Secretary of the meeting.

The Secretary then presented and read a Waiver of Notice of the meeting, subscribed by the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The Chairman then stated that the meeting was called for the purpose of accepting the resignation of Michael K. Reese as Director and Registered Agent; and to elect new Officers, Directors, and Registered Agent for the corporation.

After discussion and upon unanimous vote, the resignation of Michael K. Reese as Director and Registered Agent, was accepted. John E. Hudson was appointed President, Director and Registered Agent; George Sleeman was appointed Vice President; David C. Norton was appointed Treasurer; and Susan Silva was appointed Secretary for a period of one year or until their successors are appointed or elected and shall qualify.

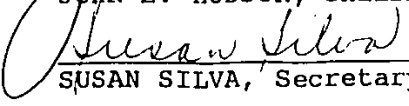
Said Chairman also stated that the meeting was called for the purpose of changing the name of the corporation to REGENCY WELLINGTON, INC.

After discussion and upon unanimous vote, it was agreed that Articles of Amendment would be executed changing the name of MKR HOLDING COMPANY, INC., to REGENCY WELLINGTON, INC.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

Dated: 1-31-97


JOHN E. HUDSON, Chairman


SUSAN SILVA, Secretary

The following have been appended to the minutes of the meeting: Waiver of Notice, Resignations

WAIVER OF NOTICE OF SPECIAL MEETING OF DIRECTORS

of

MKR HOLDING COMPANY, INC.

I, the undersigned being the sole director of the corporation hereby agree and consent that the special meeting of directors be held at the date, time, and place stated below and for the purposes stated below and the transaction thereat of all such other business as may lawfully come before the meeting and hereby waive all notice of the meeting and any adjournment thereof.

Date of Meeting:

January 31, 1997

Time of Meeting:

9:30

Place of Meeting:

6709 Ridge Road
Port Richey, FL 34668

Purpose of Meeting:

To accept the resignation of Michael K. Reese as Director and Registered Agent, to appoint new officers, directors and Registered Agent, and to approve the Articles of Amendment whereby the corporate name is changed to REGENCY WELLINGTON, INC.

Dated:

1-31-97


MICHAEL K. REESE, Director

RESIGNATION

I, the undersigned, hereby tender my resignation as Director and Registered Agent of MKR HOLDING COMPANY, INC., to take effect immediately.

Very truly yours,

Dated: 1-31-97



MICHAEL K. REESE