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March 4, 1997

VIA FEDERAL EXPRESS

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*****87.50 *****87.50

Secretary of State of Florida/Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

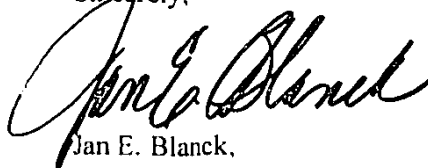
Re: JDC/Mainstream Management Company

Ladies and Gentlemen:

Enclosed for filing with your offices are Articles of Amendment to the Articles of Incorporation of JDC/Mainstream Management Company, in duplicate, effecting a corporate name change to P.B. Ocean Corporation. Also enclosed is our check in the amount of \$87.50 in payment of the \$35.00 filing fee and the \$52.50 fee for a certified copy. Please return the copy to me using the Federal Express envelope provided.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Gary M. Carman

cc: Gary M. Carman, Esq.

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF JDC/MAINSTREAM MANAGEMENT COMPANY,
A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, JDC/MAINSTREAM MANAGEMENT COMPANY, a Florida corporation, hereby adopts the following amendment to its Articles of Incorporation:

Article I is hereby amended to read as follows:

**ARTICLE I
NAME**

The name of the Corporation is P.B. OCEAN CORPORATION.

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Unanimous Written Consent of the Sole Shareholder and Director of the Corporation dated March 3, 1997, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently the number of shares cast in favor of the Amendment was sufficient for its approval.

Date: March 3, 1997

JDC/MAINSTREAM MANAGEMENT COMPANY,
a Florida corporation

By Christina M. Raidl
Christina M. Raidl, Secretary