	questor's Name Formula of Pat Diste Address 72 386-1493 Zip Phone #	35251 Office Use Only
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	Pick up time Will wait Photocopy AMENDMENTS Amendment Resignation of R.A., Officer/ Dir Change of Registered Agent Dissolution/Withdrawal Merger	Certificate of Status SSEE FLORIDA
Annual Report Fictitious Name Name Reservation	Foreign Limited Partnership Reinstatement Trademark Other	121 Amend

Examiner's Initials

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SECRE FARY OF STATE TALLAHASSEE FLORIDA

Articles of Amendment

to
Articles of Incorporation
of

NiteLines USA, Inc. (P94000035251)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

First: Amendments(s) adopted:

Added: The resignation of Alfonso Broxton, II and Michael McGlockton as members of the Board of Directors for NiteLines USA, Inc. Therefore, the remaining Board of Director is H.L. McGlockton, III.

THIRD: 7	The date of each amendment's adoption: August 1, 1997.		
FOURTH: Adoption of Amendment(s) (CHECK ONE)			
<u>u</u> -	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
0	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
"The number of votes cast for the amendment(s) was/were sufficient			
	for approval byvoting group"		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signed this 21 day of August , 19 97			
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
OR			
(By a director if adopted by the directors)			
OR			
(By an incorporator if adopted by the incorporators)			
	H.L. Mc Glock ton, To Typed or printed name		
President CED			