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April 12, 2000

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Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-04/17/00-01101-012
*****35.00 *****35.00

Re: Earle Enterprises, Inc.

Dear Sirs:

Enclosed please find for filing Articles of Amendment to Articles of Incorporation for the captioned corporation, changing the name of the corporation to Earle Enterprises of South Carolina, Inc. Also enclosed is our check in the amount of \$35.00 to cover the filing fee. Kindly mail your acknowledgment of filing to my above address.

Sincerely,

NC
4-25-00
GJS

George J. Felos

GJF/cg
Encls.

FILED
00 APR 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
EARLE ENTERPRISES, INC.**

FILED
00 APR 17 AM 8:55
CLERK OF STATE
TALLAHASSEE, FLORIDA

COMES NOW the undersigned Board of Directors of the aforesaid corporation
and state:


1. The current name of the corporation is EARLE ENTERPRISES, INC.
2. *Article I - Name* of the corporation is hereby deleted, and in its place is added
the following:

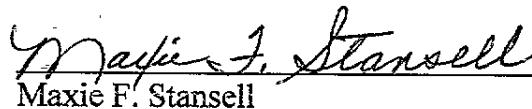
"ARTICLE I - NAME

The name shall be EARLE ENTERPRISES OF SOUTH CAROLINA, INC."

3. This Amendment was adopted on April 11, 2000.
4. The Amendment was adopted unanimously by the Board of Directors without
shareholder action and shareholder action was not required.

Executed this 11th day of April, 2000, by the undersigned, constituting all of the
members of the Board of Directors.


James C. Stansell


Maxie F. Stansell