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WINTER'S DIRECT NUMBER:
(407) 246-8692

REPLY TO:
Orlando

January 10, 1997

Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Rim Industries, Inc.


900002061099--S
-01/17/97--01003--009
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of the above referenced corporation for filing with your office, as well as a copy to be certified and returned and a check in the amount of \$87.50 to cover the filing fee and certified copy.

Should you have any questions on any of the above, please do not hesitate to call.
Thank you.

Sincerely,

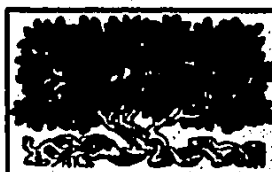

Christine A. Capozza
Corporate Staff Assistant

FILED
97 JAN 17 AM 7:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:cac
Enclosure

Name Charge
NFT

1-28-97



WINDERWEEDLE
HAINES WARD
& WOODMAN, P.A.



**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
RIM INDUSTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the name of the Corporation is RIM INDUSTRIES, INC.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on May 1, 1995; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1001 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders at a meeting held as of December 30, 1996, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article I - Name of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I - Name

The name of this Corporation shall be:

RIM RESOURCES, INC."

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 30th day of December, 1996.

RIM INDUSTRIES, INC., a Florida
corporation

By: 
John R. Cleeveley, President