

P95000038715

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April 29, 1998

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

RE: S.E.C., Inc.
Document #P95000038715
Name Change to: Wrap-Up, Inc.

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-05/04/98--01099--017
*****35.00 *****35.00

Gentlemen:

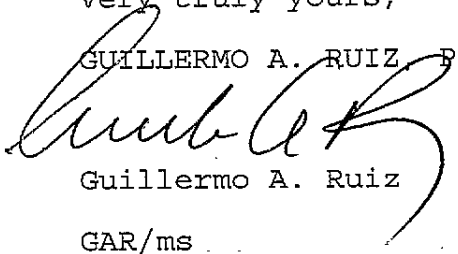
Enclosed herein for filing in reference to the captioned matter please find original and one copy of the First Amendment to Articles of Incorporation with attached copy of Minutes of Special Meeting of the Stockholders and Directors of S.E.C., Inc. Also enclosed is my check made payable to your office in the sum of \$35.00 representing payment for the filing fee.

Please file the original of this Amendment and return to my office a copy of same stamped with the filing date, together with your receipt for the monies enclosed herewith.

Thank you for your attention to this matter.

Very truly yours,

GUILLERMO A. RUIZ, P.A.


Guillermo A. Ruiz

GAR/ms

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 PM 2:56

N.C.
5-11-98
CC

FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF
S.E.C., INC.

(CHANGING NAME TO: WRAP-UP, INC.)

FILED STATE
SECRETARY OF CORPORATION
98 MAY -14 PM 2:56

The undersigned subscribers to the original Articles of Incorporation of S.E.C., Inc. filed with the office of the Secretary of State of the State of Florida, Division of Corporations on 15th day of May, 1995, representing all the stockholders, directors and officers of said corporation, hereby amend Article I. Name of said original Articles of Incorporation as follows:

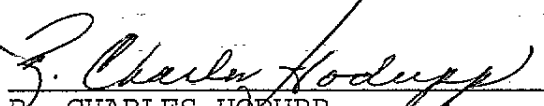
ARTICLE I. NAME


The name of the corporation shall be: WRAP-UP, INC.

In all other respects the Articles of Incorporation filed herein on May 15, 1995 are hereby ratified and confirmed.

This amendment was proposed by the stockholders and approved by the stockholders at a stockholders meeting held April 28, 1998, as is evidenced by their signatures at the end of this Amendment.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on the 29th day of April, 1998.


R. CHARLES HODUPP,
Original Subscriber, President,
Director and Stockholder


DEBORAH I. HODUPP,
Original Subscriber,
Director, Secretary,
Treasurer and Stockholder

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared R. CHARLES HODUPP and DEBORAH I. HODUPP, who, being by me first duly cautioned and sworn, depose and say: that they are the individuals described in and who executed the foregoing First Amendment to Articles of Incorporation of S.E.C., INC. (Changing Name to: WRAP-UP, INC.) and state that they have read the foregoing Amendment and that the matters and facts alleged therein are true and correct to the best of their knowledge, information and belief.

SUBSCRIBED AND SWORN to before me, a Notary Public, in the County and State aforesaid this 29th day of April, 1998.

(SEAL)



Marilyn F. Smith
MY COMMISSION # CC512531 EXPIRES
March 4, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Marilyn F. Smith

NOTARY PUBLIC, State of Florida

Name: MARILYN F. SMITH

Address: 2901 5th Ave. No.

St. Petersburg, FL 33713

Commission Expires: 3/4/2000

MINUTES OF SPECIAL MEETING OF
STOCKHOLDERS AND DIRECTORS

OF

S.E.C, INC.

A special meeting of the stockholders and directors of S.E.C, INC. was held on April 28, 1998 at 9:00 a.m. at 14021 81st Avenue North, Seminole, Florida.

Present at the meeting were R. CHARLES HODUPP and DEBORAH I. HODUPP, representing all of the stockholders and directors of the corporation, who waived all formalities of the meeting as evidenced by their signatures at the end of these minutes. R. CHARLES HODUPP presided over the meeting and DEBORAH I. HODUPP recorded the minutes.

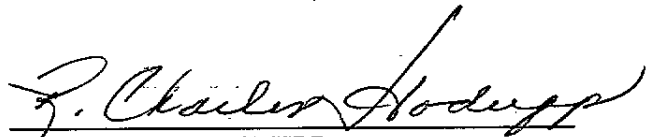
Discussion was then held amongst the stockholders and directors as to changing the current name of the corporation from S.E.C., Inc. to WRAP-UP, INC. A proposed First Amendment to Articles of Incorporation of S.E.C., Inc. was submitted to the meeting. Upon motion duly made, seconded and unanimous carried, it was

RESOLVED, the proposed First Amendment to Articles of Incorporation of S.E.C., Inc. (changing name to: WRAP-UP, INC.) is hereby approved and the appropriate officers and directors of the corporation are authorized to sign and file same with the office of the

Secretary of State of the State of
Florida and to pay all fees and dues
attendant therewith.

There being no further business to come before the
meeting, the meeting was adjourned.

DATED: April 24, 1998.



R. CHARLES HODUPP,
Director, President and Share-
Holder



DEBORAH I. HODUPP,
Director, Secretary/Treasurer,
and Shareholder