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NAME: MICHAEL ASHLEY ENTERPRISES, INC.  
AUDIT NUMBER.....H97000011179  
DOC TYPE.....BASIC AMENDMENT  
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Amendment  
7/9/97  
DC

ARTICLES OF AMENDMENT  
OF THE ARTICLES OF INCORPORATION OF  
MICHAEL ASHLEY ENTERPRISES, INC.

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Michael Ashley Enterprises, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

- FIRST: The name of the Corporation is Michael Ashley Enterprises, Inc.
- SECOND: The Articles of Incorporation shall be amended as follows:

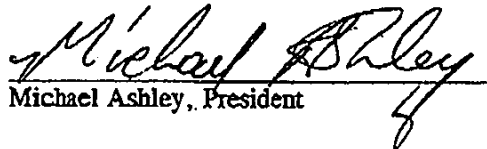
Article III shall be deleted in its entirety and the following substituted therefor:

ARTICLE III: AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock, having a par value of \$.01 per share.

- THIRD: The foregoing amendment was adopted by unanimous written consent of the sole shareholder and sole director of the Corporation on July 8, 1997, constituting a sufficient number of votes for the amendments to be approved in accordance with Sections 607.0704 and 607.0821 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 8 day of July, 1997.

  
Michael Ashley, President

FTL1-252370.1

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