

BASIC COMMODITIES, INC.
THE BOARDROOM

1155 LOUISIANA AVE., SUITE 106, WINTER PARK, FLORIDA 32789
(407) 629-2000 1-800-338-7006
FAX (407) 740-0200

P95000094624

March 25, 1997

Division of Corporations
Amendment Section
P O Box 6327
Tallahassee, FL 32314

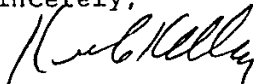
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*****96.25 *****96.25

Gentmen/Madam:

Enclosed is the completed form "Articles of Amendment to Articles of Incorporation.." together with check #1129 for \$96.25 to cover the cost of implementing the changes.

If there are any questions, please contact me at the above numbers.

Sincerely,



Kent C. Kelley

Enc

FILED
97 MAR 27 PM 2:57
TALLAHASSEE FLORIDA
SECRETARY OF STATE

Mr. Kelley gave authorization
to delete "Initial" in articles VI & VII. Amend E N/C
4/1 VS

VS APR - 2 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 MAR 27 PM 2:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ALL COMPLETE PAINTING & SERVICES, INC.

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

ARTICLE I - CORPORATE NAME

The new name of the corporation is:

Azon Services, Inc.

ARTICLE II - CORPORATE ADDRESS

The new address of the corporation is:

13202 Boca Ciega Ave. No., Apt N, Maderia Beach, Florida 33708

ARTICLE III - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue two thousand shares (2,000) of Common Stock at Dollar (s) (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI - ~~INITIAL~~ REGISTERED OFFICE AND AGENT

the name and street address of the ~~initial~~ Registered Agent of this Corporation is:

Kent C. Kelley
1155 Louisiana Ave., #106
Winter Park, FL 32789

ARTICLE VII - ~~INITIAL~~ BOARD OF DIRECTORS

This corporation shall have one (1) director ~~initially~~. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the ~~initial~~ director of the corporation is as follows:

James W. Kelley
13202 Boca Ciega Ave. No., Apt N
Maderia Beach, FL 33708

ARTICLE VIII - INCORPORATORS

The name and address of the person (s) signing theses Articles of incorporation is as follows:

James W. Kelley
13202 Boca Ciega Ave. No., Apt N
Maderia Beach, FL 33708

ARTICLE IX - DATE OF AMENDMENT'S ADOPTION

The date of each aforesaid amendment's adoption is :

April 15, 1997

ARTICLE X - ADOPTION OF AMENDMENT(S)

The amendment(s) were approved by the board of directors without share holder action and shareholder action was not required.

Signed this day 14th of March, 1997.

Signature James W. Kelley
(By a director if adopted by the directors)

James W. Kelley
Typed or printed name

President
Title

IN WITNESS WHEREOF, the undersigned subscriber (s) has executed these Articles of Incorporation this 14th day of March, 1997.

James W. Kelley
James W. Kelley (Seal)

STATE OF FLORIDA
COUNTY OF Orange

Before me, a notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

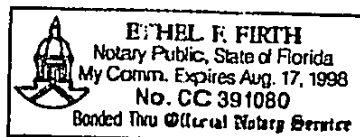
James W. Kelley

known to me and known to be the person (s) who executed the foregoing Articles of Incorporation _____ produced identification _____

Type of identification produced driver's license and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 25 day of March, 1997

Ethel F. Firth
Notary public, State of Florida at _____



CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF
AZON SERVICES, INC.

Pursuant to Florida Statutes Section 48.091 and 607.034, the
following is submitted:

The above corporation, desiring to organize under the laws of the
State of Florida with its registered office as indicated in the articles
of incorporation at: 13202 Boca Ciega Ave. No., Apt. N, Maderia
Beach, Florida 33708 has named Kent C. Kelley located at the 1155
Louisiana Ave., #106 Winter Park, FL 32789, as its Registered
Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above
stated corporation at the place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of Florida Law in keeping open said office.



Kent C. Kelley
Registered Agent