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CHARLES H. STARK, P. A.

ATTORNEYS AT LAW

SUITE 100

CHARLES H. STARK

986 DOUGLAS AVENUE ALTAMONTE SPRINGS, FLORIDA 32714

February 4, 1998

TELEPHONE (497) 788-0250 FACSIMILE (407) 2788

Florida Secretary of State Corporations Division Post Office Box 6327 32314 Tallahassee, Florida

900002423539---02/06/38--01051--006 *****35.00 *****35.00

Silversands International, Inc. Re:

Dear Sir or Madam:

Enclosed for filing are the following documents for the above-referenced corporation:

- One executed original and one copy of the corporation's Articles of Amendment to the Articles of Incorporation wherein the corporation is changing its name to Sinclair & Co., Inc.; and
- Our firm's check in the amount of \$35, representing the filing fee associated with this transaction.

Please have a copy of the filed Articles of Amendment returned to the undersigned in the enclosed self-addressed, Your prompt attention to this matter would be stamped envelope. greatly appreciated.

Sincerely,

Charles H. Stark

CHS/db Enclosures

newhane or Per Susan Payne

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

February 10, 1998

CHARLES H. STARK, P.A. 986 DOUGLAS AVE., SUITE 100 ALTAMONTE SPRINGS, FL 32714

SUBJECT: SILVERSANDS INTERNATIONAL, INC.

Ref. Number: P96000044819

We have received your document for SILVERSANDS INTERNATIONAL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 998A00007499

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CHARLES H. STARK, P. A.

ATTORNEYS AT LAW

SUITE 100

986 DOUGLAS AVENUE
.ALTAMONTE SPRINGS, FLORIDA
82714

TELEPHONE (407) 788-0250 FACSIMILE (407) 788-7244

CHARLES H. STARK

February 20, 1998

VIA FEDERAL EXPRESS

Florida Department of State Corporations Division 409 East Gaines Street Tallahassee, Florida 32399 ATTN: Thelma

Re: SilverSands International, Inc.
Reference No.: P96000044819
Letter No.: 998A00007499

Dear Thelma:

On February 10, 1998 we received a letter from Velma Shepard rejecting our Articles of Amendment wherein we were seeking a name change to "Sinclair & Co., Inc." On February 18, 1998 my secretary spoke with you regarding this matter and was told that "Sinclair and Co., Inc." would be acceptable. Therefore, please find enclosed for filing the following documents:

1. One executed original and one copy of the corporation's Articles of Amendment to the Articles of Incorporation wherein the corporation is changing its name to Sinclair and Co., Inc.; and

Please note our our firm's check for \$35.00 was sent to you with our previous correspondence. A copy of the filed Articles of Amendment should be returned to the undersigned in the enclosed self-addressed, stamped envelope. If you have any questions, please contact me directly. Your prompt attention to this matter would be greatly appreciated.

Sincerely

Charles H. Stark

CHS/db Enclosures

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF SILVERSANDS INTERNATIONAL, INC.

FILED 98 FEB 25 PM 3: 52

FIRST: Pursuant to Section 607.1003 of the Floridatiaky OF STATE Statutes, the Articles of Incorporation of SilverSands LAHASSEE, FLORIDA International, Inc. are hereby amended to delete the provisions of Article I as the same now exists, and by substituting in lieu thereof, the following:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be SINCLAIR and CO., INC.

SECOND: The foregoing Amendment was adopted by a Written Action of All Shareholders and Directors of SilverSands International, Inc. on February 2, 1998, which manifests an intent to amend the Articles of Incorporation effective upon the filing of this Amendment with the Secretary of State.

IN WITNESS WHEREOF, SilverSands International, Inc. has caused these Articles of Amendment to be executed and attested to by its President and Secretary and its corporate seal affixed hereto on this 20 day of February, 1998.

SILVERSANDS INTERNATIONAL, INC.

By: Douglas L. Sinclair, President

ATTEST:

By: / Jouglas L. Sinclair, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA COUNTY OF

The foregoing instrument was acknowledged before me this day of February, 1998, by DOUGLAS L. SINCLAIR, as both President and Secretary, of SilverSands International, Inc. Said person did not take an oath and (check one) \square is personally known to me or \square produced a valid drivers license (issued by a state of the United States within the last five (5) years) as identification, or \square produced other identification, to wit:

Print Name:

Notary Public - State of Florida

Commission Number:

My Commission Expires:

DONNA BATCHELDER
MY COMMISSION # CC 456369
EXPIRES: August 4, 1999
Bonded Thru Notary Public Underwriters