

P96000047582

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City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 SEP 22 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 22 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 14, 1997

DOMENIC L. GROSSO, P.A.
900 N. FEDERAL HIGHWAY
BOCA REFLECTIONS, SUITE 420
BOCA RATON, FL 33432

SUBJECT: CC EXPRESS OF PALM BEACH, INC.
Ref. Number: P96000047582

We have received your document for CC EXPRESS OF PALM BEACH, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The date of adoption of each amendment must be included in the document.

If the amendment is being adopted by the board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 497A00041234

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

CC EXPRESS OF PALM BEACH, INC.
(Document Number P96000047582)

FILED

97 SEP 22 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

FIRST: Amendment adopted: ARTICLE VII. of the Articles of Incorporation of CC EXPRESS OF PALM BEACH, INC., which was filed on June 5, 1996, is hereby amended to read as follows:

ARTICLE VII. DIRECTORS AND OFFICERS: This corporation shall have one (1) director. The name and street address of the officer/director who shall hold this office is:

RICHARD T. CLINTON
18 Montrey Drive
Brookside Park
Newark, Delaware 19713

The number of directors may be increased or diminished from time to time by way of By-Laws adopted by the Stockholders, but shall never be less than one.

The corporation hereby acknowledges, and the record shall reflect, that MARK CLINTON hereby resigns as Director of CC EXPRESS OF PALM BEACH, INC., a Florida corporation, Document Number P96000047582, and Mr. Clinton's name shall hereby be deleted from the Articles of Incorporation.

SECOND: Amendment adopted: If an amendment provides for an exchange, reclassification, or cancellation of issued shares provisions for implementing the amendment if not contained in the amendment itself, are as follows:

All shares currently held in the name of MARK CLINTON shall be reclassified, transferred, and issued in the name of RICHARD T. CLINTON.

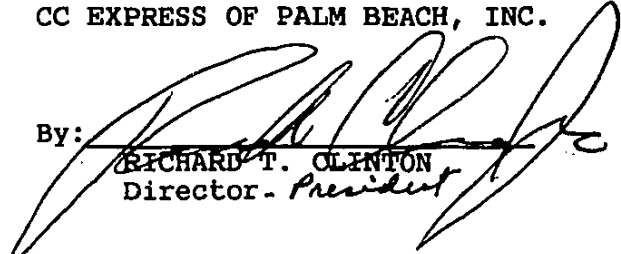
THIRD: The date of each amendment's adoption: JULY 16, 1997.

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF the undersigned Director of this corporation has executed these Articles of Amendment this 15 day of Sept, 1997.

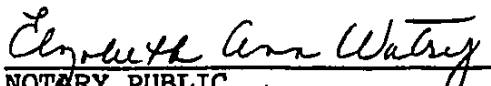
CC EXPRESS OF PALM BEACH, INC.

By:


RICHARD T. CLINTON
Director - President

STATE OF _____)
COUNTY OF _____)

The foregoing instrument was acknowledged before me this 15 day of Sept, 1997, by RICHARD T. CLINTON, as a corporate director of CC EXPRESS OF PALM BEACH, INC., a Florida corporation, who is personally known to me or who has produced his _____ as identification.


NOTARY PUBLIC

MY COMMISSION EXPIRES: 14 JUN 98