P. 96 00053387 Mantor & Westerfer, P.A.

Mantor & Westerfer, P.A. 4081 Tamiami Trail North Suite C-201 Naples, Florida 34103

January 10, 1997

Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

600002058836--8 -01/15/97--01041--003 *****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation

To Whom it May Concern,

Enclosed are (1) Articles of Amendment to Articles of Incorporation and (2) a check in payment of fees as follows:

\$35.00 - Filing Fee

Please return the copy of the filed amendments to our office at the above address. Thank you.

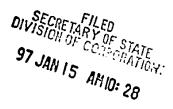
Sincerely,

Marilyn L. Mantor

Certified Public Accountant

SECRETARY OF STATE OF OF COARCEATION OF COARCEATION 28

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF Phoenix Concepts, 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:

FIRST: Amendment adopted

Article I

The name of this corporation shall be:

Tom's Paint Works, Inc.

SECOND: The date of each amendment's adoption is December 17, 1996

THIRD: Adoption of Amendments was approved by the shareholders. The number of votes cast for amendment was sufficient for approval.

Signed this

day of

1996

Signature

President