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STORCH, HANSEN & MORRIS, P.A.

ATTORNEYS AT LAW

GLENN D. STORCH
MARY D. HANSEN
JAMES S. MORRIS

420 SOUTH NOVA ROAD
DAYTONA BEACH, FLORIDA 32114-4514

(904) 238-8383
FAX (904) 238-0988
e-mail: shmpa@mindspring.com

September 9, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

200002985552--3
-09/13/99-01130-004
*****35.00 *****35.00

Re: Articles of Amendment/Pioneer-Mill, Inc.

Dear Sir/Madam:

Enclosed herewith please find an original executed Articles of Amendment to Articles of Incorporation of Pioneer-Mill, Inc. Along with our check in the amount of \$35.00 representing your filing fee for same.

Please do not hesitate to contact me if you have any questions, or if I can be of any further assistance to you in this matter.

Yours very truly,

STORCH, HANSEN & MORRIS, P.A.

Diana L. Barcomb

Diana L. Barcomb
Legal Assistant

:dlb
Enclosures

Amend.

V. SHEPARD SEP 20 1999

FILED
99 SEP 13 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
PIONEER-MILL, INC.**

FILED
99 SEP 13 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: That Article VI, which sets forth the Board of Directors of Pioneer-Mill, Inc. is hereby amended to reflect a change in the Directors of the Board of Directors. From this day forward, the Board of Directors of Pioneer-Mill, Inc. shall be:

President: Horst Henrich
3406 South Atlantic Avenue
New Smyrna Beach, FL 32169


Vice President: Heiko Henrich
3406 South Atlantic Avenue
New Smyrna Beach, FL 32169

Secretary: John L. Myers
115 S. Palmetto Avenue
Daytona Beach, FL 32114

SECOND: That this amendment is hereby adopted this 30th day of August, 1999.

THIRD: That this amendment was adopted by the Board of Directors and Sole Shareholders of the corporation. No further action is required.

PIONEER-MILL, INC.



Horst Henrich, President/Director/Shareholder

DATED this 30th day of August, 1999.