PHOTOMAN AND THAN AND THE PHOTOMAL AND THAN AND THAN AND THAN AND THAN AND THE PHOTOMAL AND						
Department of St Division of Corp P. O. Box 6327 Tallahassee, FL	Drations					
SUBJECT:	Besse Holdings, Inc.					
• Enclosed are arti	cles of Amendment to Articles of Incorporation and a check for:					
For Articles of A	9000023062897 -09/29/9701122002 ******35.00 *****35.00					
	FROM: Duncan Fraser c/o Accurate Associates 621 NW 53 Street Suite 230 Boca Raton, FL 33487 (561) 994-1162					
Jal 10/1	0 rule Amend					

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

97 OCT 6 FII 3: 52 SECRETOR OF STATE

BESSE HOLDINGS, INC.

(present name)

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(s) adopted: (indicate article number(s) being amended, added or deleted)

1

That the Corporation change its name, effective this date, to:

LAKESIDE CASTLE, INC.

SECOND: 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:

THIRD: The date of each amendment's adoption: September 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by ______

voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24th	day of	September	. 19 97
------------------	--------	-----------	---------

Winel Bisse

Signature

1

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the sharpholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

William Besse Typed or printed name

President

Title



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

October 6, 1997

DUNCAN FRASER % ACCURATE ASSOCIATES 621 NW 53 STREET, SUITE 230 BOCA RATON, FL 33487

SUBJECT: BESSE HOLDINGS, INC. Ref. Number: P96000062121

We have received your document for BESSE HOLDINGS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 487-6908.

Teresa Brown Corporate Specialist

Letter Number: 197A00048938