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*****87.50 *****35.00

February 5, 1997

VIA HAND-DELIVERY

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

Re: GasMart, Inc.

Dear Sir or Madam:

Enclosed is our check for \$87.50 and an original and one copy of the following documents:

1. Articles of Amendment to Articles of Incorporation of G.W. Properties Management, Inc.; and
2. Certificate of Amendment to Certificate of Limited Partnership of G.W. Partners, Ltd.

Please provide us with a file-stamped copy of each document for our files.

Thank you for your attention to this matter.

Sincerely,

HUEY, GUILDAY & TUCKER, P.A.

Barbara Berry, CLA, CFLA
Assistant to
Geoffrey B. Schwartz

Enclosures as noted

FILED
97 FEB -5 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB -5 PM 4:08
DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

Pick up

Name

Change

2-6-97

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Call taken ready
Lisa
924-7091

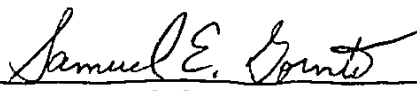
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
G.W. PROPERTIES MANAGEMENT, INC.

FILED
91 FEB - 5 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of G.W. Properties Management, Inc. are amended as follows:

1. Article I (Name) is amended to read as follows:
The name of this corporation shall be GasMart, Inc.
2. This amendment was adopted by the board of directors on January 27, 1997, and shareholder action was not required.

IN WITNESS WHEREOF, Samuel E. Gornito, Incorporator and Director, has hereunto subscribed his name this 4 day of February, 1997.



SAMUEL E. GORNITO, INCORPORATOR
AND DIRECTOR