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Off
Michael Wm Mead, P.C.
24 W. Martin Road, Suite 3
Fort Walton Beach, Florida 32548

Telephone (850) 243-3135

Fax: (850) 244-4849

Please reply to:
Post Office Drawer 1329
Fort Walton Beach, Florida 32549-1329

May 7, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

name
change
amended

900005503669-4
-05/10/02--01084--002
*****35.00 *****35.00

**RE: ARTICLES OF AMENDMENT
to Articles of Incorporation of
SUNDIAL DEVELOPERS, INC.**

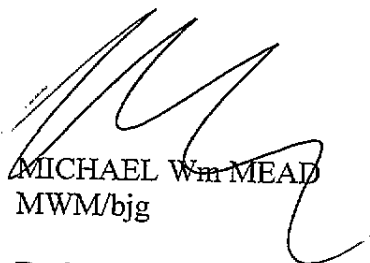
Gentlemen:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation and related documents for filing regarding the above-referenced matter. Please file and return a certified copy to this office.

Also enclosed please find Sundial/Navarre, Inc's check #1966 in the sum of \$35.00 to cover the amendment fee.

Thank you for your assistance and cooperation in this matter.

Sincerely,


MICHAEL Wm MEAD
MWM/bjg

Enclosures: a/s

CORP\ Corp filing with secy state re
corp name change

APR
5/16/02

02 MAY 10 AM 11:06
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SUNDIAL DEVELOPERS, 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(s) adopted:

see attached

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: May 1, 2002.

FOURTH: Adoption of Amendment(s) (**check one**)

 X 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):*

N/A

 "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 1st day of May, 2002.

Signature: x *Gerald R. Dunkle, Pres*
(by the Chairman or Vice Chairman of the Board of Directors,
President, or other officer if adopted by the shareholders)

OR

(by a director if adopted by the directors)

OR

(by an incorporator if adopted by the incorporators)

GERALD R. DUNKLE

Typed or printed name

PRESIDENT

Title

**MINUTES OF SPECIAL MEETING
OF THE STOCKHOLDERS OF
SUNDIAL DEVELOPERS, INC.**

A special meeting of the stockholders of SUNDIAL DEVELOPERS, INC., was held to consider an Amendment to the Articles of Incorporation for the purpose of **changing the name of the corporation from SUNDIAL DEVELOPERS, INC. to** SUNDIAL/X, INC.

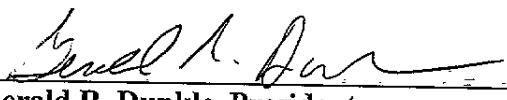
After due and proper notice and upon the appropriate motion being made, it was the unanimous agreement and consent of the stockholders that Article # I. of the Articles of Incorporation be amended to state as follows:

The name of the corporation shall be

SUNDIAL/X, INC.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously adopted/passed, the meeting was adjourned.

Dated this 1st day of May, 2002.


Gerald R. Dunkle, President
Incorporator, Subscriber

WAIVER OF NOTICE
OF SPECIAL MEETING OF THE SHAREHOLDERS
OF
SUNDIAL DEVELOPERS, INC.

We, the undersigned, being all the shareholders named in the Articles of Incorporation, and any amendments thereto, of the above corporation hereby agree and consent that the SPECIAL meeting of the corporation be held on the date and at the time and place stated below for the purpose of:

electing to change the name of the corporation
from SUNDIAL DEVELOPERS, INC. to

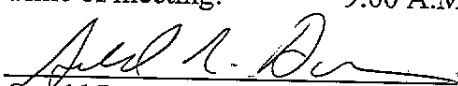
SUNDIAL/X, INC.

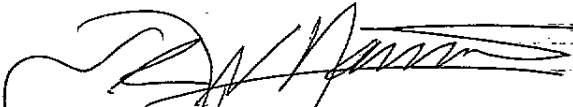
and the transaction thereat of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and of any adjournment thereof.

Place of meeting: 1234 Airport Road, Suite #124
Destin, FL 32541

Date of meeting: May 1, 2002

Time of meeting: 9:00 A.M.


Gerald R. Dunkle
Shareholder

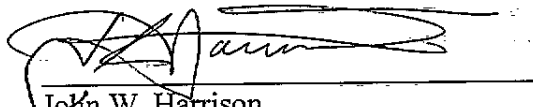

John W. Harrison
Shareholder

CERTIFICATE
REGARDING AMENDMENT
TO ARTICLES OF INCORPORATION

I, **John W. Harrison**, do hereby certify that I am the duly elected and acting Secretary of **SUNDIAL DEVELOPERS, INC.**, a Florida corporation, and that I am the keeper of the corporate records and the seal of the corporation.

The attached is a true and correct copy of the Amendment to the Articles of Incorporation which is in the process of being filed with the Secretary of State, State of Florida.

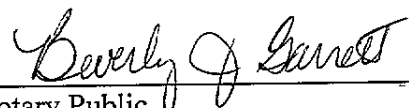
DATED: this 1st day of May, 2002.



John W. Harrison
Secretary

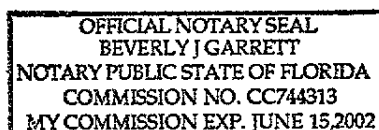
STATE OF FLORIDA
COUNTY OF OKALOOSA

Sworn to, subscribed and acknowledge before me this 1st day of May, 2002, by John W. Harrison, as Secretary of SUNDIAL DEVELOPERS, INC., a Florida corporation on behalf of the corporation. He is personally known to me.



Beverly J. Garrett
Notary Public
My Commission Expires:

CORP\Amend.Articles



AMENDMENT
to the Articles of Incorporation
for
SUNDIAL DEVELOPERS, INC.


ARTICLE I. is amended to read as follows:

The name of the corporation is changed from SUNDIAL DEVELOPERS, INC.

to: SUNDIAL/X, INC.

The name and address of the person signing these Amended Articles of Incorporation are as follows:

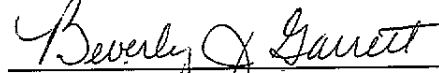
Gerald R. Dunkle
1234 Airport Road #124
Destin, FL 32541


Gerald R. Dunkle

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME personally appeared Gerald R. Dunkle, to me well known and known to me, and is known to be the same person described herein and who executed the foregoing document, and having been duly sworn and under oath and under penalty of perjury acknowledged to me that he has read the foregoing document and that the statements contained therein are true and correct, and this document was executed for the purposes described therein expressed.

WITNESS my hand and official seal this 1st day of May, 2002.


Notary Public
My Commission Expires:

CORP\Amend.Articles

