



James M. Wallace

Attorney and Counsellor At Law

March 27, 1997

Area Code 941

Phone: 746-7157

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

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-03/31/97--01139--015
*****43.75 *****43.75

Re: Pioneer Arms, Inc.

Dear Folks:

Enclosed herewith are Articles of Amendment to Articles of Incorporation for Pioneer Arms, Inc. changing the name of said Corporation to Automax, Inc.

I would appreciate your filing same and making such change on your records. My check in the amount of \$43.75 is enclosed for the filing fee and a Certificate of Status.

Should you have any questions at all or require any further documentation, please do not hesitate to let me know. My phone number is AC 941 746-7157.

Sincerely yours,


JAMES M. WALLACE

JMW:gmc

Enc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1997

JAMES M. WALLACE
P.O. BOX 1889
BRADENTON, FL 34206-1889

SUBJECT: PIONEER ARMS, INC.
Ref. Number: P96000078506

We have received your document for PIONEER ARMS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00022637

Handwritten:
Done
2/11/98
Contacted
4/11/98



James M. Wallace

Attorney and Counsellor At Law

May 9, 1997

Area Code 941
Phone: 746-7157
1-800-690-4942
Fax 747-0598

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

Re: Pioneer Arms, Inc.

Dear Folks:

Pursuant to your letter of April 30, 1997 indicating that the name "ZMAC, INC." was not distinguishable from the name of an existing entity, enclosed herewith is a new Articles of Amendment to Articles of Incorporation for Pioneer Arms, Inc. changing the name of this Corporation to Manatee Zmac, Inc. A copy of your previous letter is also enclosed.

Should you have any questions at all, please do not hesitate to let me know or require additional documentation, please do not hesitate to let me know. My phone number is AC 941 746-7157.

Sincerely yours,


JAMES M. WALLACE

JMW:gmc

Enc.

sec. let(d)

ARTICLE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PIONEER ARMS, INC.

WE, the undersigned, being the President and Secretary of PIONEER ARMS, INC., a Florida Corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 20th day of March A.D., 1997:

AMENDMENT

"Article I is amended to read as follows. The name of this Corporation shall be ^{MANATEE} ZMAC, INC."

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 20th day of March A.D., 1997.

BY: John A. Noelle
JOHN A. NOELLE, President

ATTEST: Sarah Noelle
SARAH NOELLE, Secretary

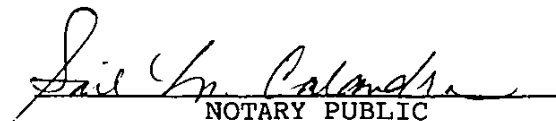
(Corporate Seal)

State of Florida

County of Manatee

BEFORE ME, personally appeared JOHN A. NOELLE and SARAH NOELLE, to me well known to be the persons described in and who executed the foregoing ARTICLES OF AMENDMENT as President and Secretary of ZMAC, INC., formerly known as PIONEER ARMS, INC. and severally acknowledged to and before me that they executed said instrument for the purposes and uses therein expressed and did produce: State of Florida Driver's Licenses as identification.

WITNESS my hand and official seal this 24th day of April A.D., 1997, in the aforesaid County and State.


NOTARY PUBLIC

My Commission Expires:



GAIL M. CALANDRA
MY COMMISSION # CC317412 EXPIRES
October 22, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

noelle.min(d)