P96000087721

Division of Corporations, Amendment Section P.O. Box 6327
Tallahassee, Fl 32314

Dear Sir:

Enclosed are the Articles of Incorporation for Amending the name of Philmar's Digital Memories, Inc. to McLaughlin Motor Freight, Inc. and our check for \$87.50 for filing fees and a certified copy of the amended articles.

Please return the documents to:

Mr. Philip E. McLaughlin 3609 Ibis Drive Orlando, Fl 32803-2915

Thank you for your attention to this matter.

Sincerely,

Philip E. Mclaughlin-

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

Philmar's Digital Memories,	Inc.
(present name)	

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)

Amended Article I - Name of Corporation

The name of the corporation is changed to:

McLaughlin Motor Freight, 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: May 12, 1997

FO	URTH: 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):	
	"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.	
	Signature	
	OR.	
	(By a director if adopted by the directors)	
	OR	
	(By an incorporator if adopted by the incorporators)	
	Philip E. McLaughlin Typed or printed name	
	President	

Title