

KEITH A. LOWE, P.A.
215 SOUTH FEDERAL HWY, SUITE 200
STUART, FLORIDA 34994
561-287-8292
FAX: 561-286-3947

August 7, 1997

State of Florida
Department of State
Division of Corporations
Amendments Section
P. O. Box 6327
Tallahassee, Florida 32314

RE: Ashley Homes, Inc. n/k/a VIP American, Inc.

700002262737--9
-08/11/97--01030--003
*****35.00 *****35.00

Ladies and Gentlemen:

Please file the enclosed Articles of Amendment to the Articles of Incorporation for the above referenced corporation with the Secretary of State. Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation, my check # 1784 for \$35.00 for the filing fee.

Sincerely,



Keith A. Lowe

KAL/sh

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED

Handwritten notes: 296000094327, NC, 278, 8-11-97

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ASHLEY HOMES, INC.**

The undersigned, as the sole Director the corporation authorized to execute this document, hereby certifies as follows:

At a special joint meeting of the Board Of Directors and the shareholders of this corporation, called and held according to the applicable provisions of the laws of the State of Florida and this corporation's bylaws, on August 7, 1997, at which meeting all of the members of the Board Of Directors and all of the stockholders of record holding a majority of the issued and outstanding stock in this corporation were present, and the following resolution was unanimously adopted:

It is hereby resolved, by the Board Of Directors and the shareholders of **ASHLEY HOMES, INC.**, that the said Board Of Directors and shareholders deem it advisable, and hereby declare it to be advisable that the Articles Of Incorporation of **ASHLEY HOMES, INC.** be amended to change the corporate name from **ASHLEY HOMES, INC.** to **VIP AMERICAN, INC.**

In witness whereof, these Articles Of Amendment are being executed and filed, by the sole director of **ASHLEY HOMES, INC.**, n/k/a **VIP AMERICAN, INC.** on behalf of **ASHLEY HOMES, INC.** n/k/a **VIP AMERICAN, INC.**

James T. Collins

**ASHLEY HOMES, INC. n/k/a/
VIP AMERICAN, INC.**

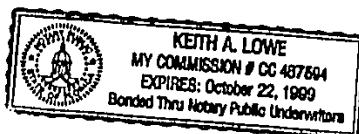
By: *James T. Collins*
James T. Collins

97 AUG 11 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

State Of Florida
County Of Martin

The foregoing instrument was acknowledged before me on August 7, 1997 by James T. Collins, as sole Director of Ashley Homes, Inc., n/k/a VIP AMERICAN, Inc., who is personally known to me or who has produced identification in the form of _____ and who did or did not take an oath.



Keith A. Lowe
Notary Public
Print KEITH A. LOWE
State of Florida at Large
My Commission Expires: