P96000/0/199 KIEVIT, KELLY & ODOM ATTORNEYS AT LAW

ROBERT W. KIEVIT JOHN BARRY KELLY II BRADLEY S. ODOM MICHAEL J. STEBBINS STEPHEN G. WEST DAVID M. NOLL*

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PLEASE REPLY TO:

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FT. WALTON BCH (850) 243-9099

June 30, 2000

Ms. Katherine Harris, Secretary of State Florida Department of State Divisions of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: JRT Enterprises, Inc.

Dear Ms. Harris:

700003311667--7 -07/03/00--01105--016 *****35.10 *****35.00

700003211567-7 -07/09/00--01105--0/6 *****35.00 ******35.00

Enclosed are the Articles of Amendment to the Articles of Incorporation of JRT Enterprises, Inc. along with the filing fee of \$35.00. After filing same, could you please provide us with a receipt acknowledging the amendment? Thanks.

Sincerely,

Michael J. Stebbins

MJS/ecm Enclosure

pc: Mr. Ronald F. Lombardi, Jr.

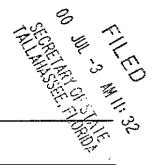
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SECRETARY OF STATE

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ATT 2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



JRT ENTERPRISES, INC.

(present name)

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: (indicate article number(s) being amended, added or deleted)

Article I of the Articles of Incorporation of JRT Enterprises, Inc. is amended to reflect that the principal office is located at 200 South Cahn Street, Pensacola, Florida 32505 (see attached Resolution dated December 16, 1999).

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:

N/A

THIRD: The date of each amendment's adoption: December 16, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

1	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"
EX	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.
Sig	gned this 26th day of June , AG 2000.
Signature	Ronald & Kombarch 1.
, and the second	(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)	
	Ronald F. Lombardi, Jr.
Typed or printed name	
	Director
	Title

STATEMENT OF ACTION OF THE SOLE DIRECTOR OF JRT ENTERPRISES, INC.

The undersigned, being the sole director of JRT Enterprises, Inc., a Florida corporation, pursuant to Section 607.0821, Florida Statutes, which authorizes the director of a corporation to take action by unanimous written consent without a meeting, hereby consents to the following actions:

BE IT RESOLVED that Article I of the Articles of Incorporation of JRT Enterprises, Inc. is amended to reflect that the principal office is located at 200 South Cahn Street, Pensacola, Florida 32505.

I certify that the undersigned is the only Director of the corporation and is entitled to vote on the foregoing matter and that taking such action by written consent of the Director is in accordance with the By-Laws of JRT Enterprises, Inc.

Dated as of the 16th day of December, 1999.

Ronald F. Lombardi, Jr.

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