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CHARTERED

ATTORNEYS AT LAW

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GEORGE G. COLLINS, JR.*
MICHAEL J. GARAVAGLIA
JOHN E. MOORE, III**
BRADLEY W. ROSSWAY
LISA N. THOMPSON

PLEASE REPLY TO:

POST OFFICE BOX 3585
VERO BEACH, FLORIDA 32964

October 27, 1998

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

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

Re: RLMEWM, INC.

500002675765--3
-10/29/98--01068--012
*****87.50 *****43.75

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Amendment to Articles of Incorporation to change the corporation's name to RYME, INC. Also enclosed is my firm's check in the amount of \$87.50, which represents the filing fee and certified copy fee.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,



WILLIAM W. CALDWELL
For the Firm

/mjw
Enclosures

cc/enc: Mr. Ben F. Bailey, III

VS NOV 3 1998.

N/C

98 OCT 29 PM 3:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
RLMEWM, INC.**

FILED
98 OCT 29 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.187, Florida Statutes, RLMEWM, INC., a Florida corporation, adopts the following amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on December 19, 1996. Said Articles are hereby amended as follows:

1. ARTICLE I shall be amended to read:

ARTICLE I

The name of this corporation shall be:

RYME, INC.

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 22 day of OCTOBER, 1998.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 22 day of OCTOBER, 1998.

RLMEWM, INC.

By: Ryan Leigh Bailey
Ryan Leigh Bailey, President

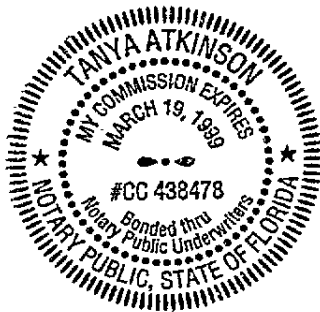
Attest: Mary E. Brewster
Secretary

STATE OF FLORIDA

COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared RYAN LEIGH BAILEY, to me known and known to me to be the President, and MARY ELIZABETH BREWSTER, to me known and know to me to be the Secretary, of RLMEWM, INC., and they acknowledged before me that they executed the foregoing Amendment to Articles of Incorporation in the name of and on behalf of the corporation; that as such they are duly authorized by the corporation to do so; that the foregoing Amendment is the act and deed of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 22 day of OCTOBER, 1998.



Tanya Atkinson
Notary Public TANYA ATKINSON
State of Florida at Large.

My Commission Expires:
