LAW OFFICES

WATSON, SOILEAU, DELEO & BURGETT

A PROFESSIONAL ASSOCIATION 1970 MICHIGAN AVENUE, BUILDING C POST OFFICE BOX 1888 COCOA, FLORIDA 32923-1888

VICTOR M. WATSON 1 JOHN L. SOILEAU JOSEPH E. DELEO STACY L. BURGETT DAVID N. GLASSMAN TOORD CERTIFIED IN REAL PROPERTY LAW

TELEPHONE (407) 631-1550

> FACSIMILE (407) 631-1567

February 21, 1997

Florida Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Jay Phree Ambay, Inc. Our File No. 97-7794

400002100904--4 -02/28/97--01050--011 *****87.50 *****87.50

Gentlemen:

Enclosed herewith please find the original Articles of Amendment to Articles of Incorporation and one copy for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information.

Also enclosed is this firm's trust account check in the amount of \$87.50 to cover the requisite fees. Thank you.

Very truly yours,

David N. Glassman

DNG/pn

Enclosures

N/C W8 MAR 3 1997

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED 97 FEB 28 AH 8: 54 SECRETARY OF STATE TALLAHASSEE FLORIDA

JAY PHREE AMBAY, 1NC.	
(present name)	<u></u>

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 1 of the Articles of Incorporation is amended to change the name of the corporation from JAY PHREE AMBAY, INC. to JAY SHREE AMBAY, 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: February 20, 1997
FOURT	: Adoption of Amendment(s) (CHECK ONE)
Ţ	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
f	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
1	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.
	Signed this day 20TH of February ,19 97
0'-	ODO A COCH!
Signatu	(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)
	MANHAR PATEL
	Typed or printed name
	Incorporator
	Title