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**Marilyn L. Mantor, C.P.A., P.A.**  
Certified Public Accountant

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September 16, 1997

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

1 00002297691--3  
-09/19/97--01026--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Article of Amendment to Articles of Incorporation

To Whom it May Concern,

Enclosed are (1) An original and one copy of Articles of Amendment to Articles of Incorporation (2) a check in payment of incorporation fees as follows:

\$ 35.00 - Filing fee-Articles of Amendment

Please return your filed copy to this office.

Very truly yours,

*Marilyn L. Mantor CPA*

Marilyn L. Mantor  
Certified Public Accountant

FILED  
97 SEP 19 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amended*

SEP 23 1997

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
Phoenix Concepts, Inc.

FILED  
97 SEP 19 PM 4:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 adopted

ARTICLE IX

The names and post office addresses of the President, Vice President, Secretary and Treasurer, who shall hold office for the first year of existence of the Corporation, or until their successors are elected pursuant to the Corporate By-Laws are as follows:

Thomas E. Klinedinst	Pres, V/P, Secretary, Treasurer	4796 Escobar Ave. Naples, FL 34102
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SECOND: The date of each amendment's adoption is August 15, 1997

THIRD: Adoption of Amendments was approved by the shareholders. The number of votes cast for amendment was sufficient for approval.

Signed this 17 day of Sept., 1997

Signature

