

OFFICE  
EDWARD R. ALEXANDER, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW  
ADMITTED TO THE BARS OF FLORIDA AND NEW YORK

7491 CONROY-WINDERMERE ROAD, SUITE I  
ORLANDO, FLORIDA 32835

TELEPHONE: (407) 295-3858  
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July 24, 1997

FILED  
97 JUL-28 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-07/28/97--01069--013  
\*\*\*105.00 \*\*\*35.00

RE: Papin Enterprises, Inc., and Papin, Inc.

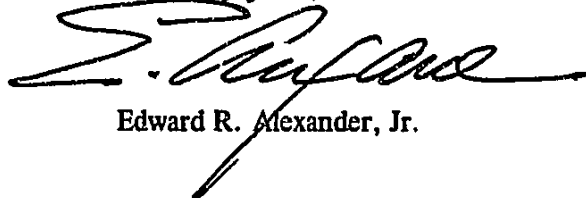
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-07/28/97--01069--013  
\*\*\*105.00 \*\*\*70.00

Dear Sir/Madam:

Enclosed please find: (i) two checks, one in the amount of \$105.00, and a second in the amount of \$35.00, to cover filing fees; (ii) Change of Registered Office and Articles of Amendment of Papin Enterprises, Inc.; (iii) Change of Registered Office and Articles of Amendment of Papin, Inc.; and (iv) a copy of each of the aforementioned documents which are to be filed.

Please file said documents and forward a stamped copy to the above address. Thank you in advance for your assistance with this matter. Please do not hesitate to contact me at the above number if you have any questions regarding the foregoing. Thank you.

Very truly yours,



Edward R. Alexander, Jr.

ERA/kl  
Enclosures

VB AUG 5 1997

Amend

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PAPIN ENTERPRISES, INC.

FILED  
97 JUL 28 PM 12:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PAPIN ENTERPRISES, INC., a Florida corporation (the "Corporation"), by and through its President, hereby adopts an amendment to its Articles of Incorporation as hereinafter set forth.

1. Pursuant to Section 607.1003 of the Florida Statutes, the Board of Directors of the Corporation and the sole shareholder of the Corporation, in accordance with Sections 607.0821 and 607.0704 of the Florida Statutes, on July 24, 1997, adopted an amendment to Article IV of the Articles of Incorporation of the Corporation. Article I is hereby deleted in their entirety and the following is substituted therefor:

ARTICLE IV - Capital Stock

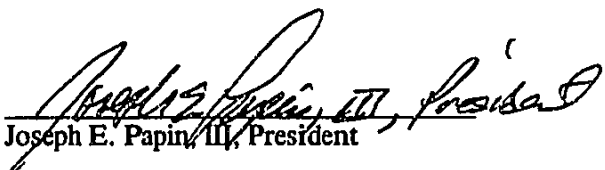
A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

2. Except as modified hereby, the Articles of Incorporation of the Corporation shall be and remain in full force and effect.

3. The number of votes cast for the amendment by the shareholders was sufficient for approval, and the Corporation's shareholders are not divided into different voting groups.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 24 day of July, 1997.

  
Joseph E. Papin, III, President

EDWARD R. ALEXANDER, JR., P.A.

ATTORNEY AND COUNSELOR AT LAW  
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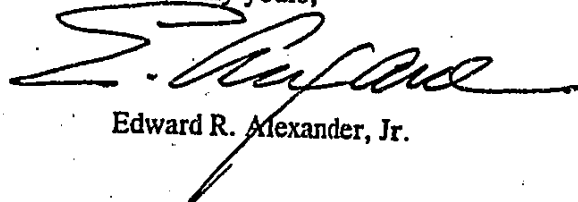
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Very truly yours,



Edward R. Alexander, Jr.

ERA/kl  
Enclosures

RA Chg. (address only)

WD AUG 5 1997

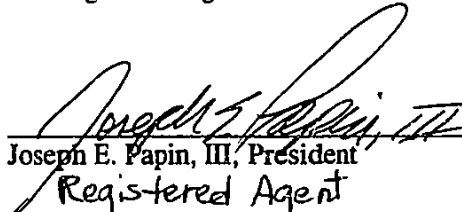
**CHANGE OF REGISTERED OFFICE OF  
OF  
PAPIN ENTERPRISES, INC.**

**FILED**  
97 JUL 28 PM 12:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

PAPIN ENTERPRISES, INC., a Florida corporation (the "Corporation"), by and through its President, hereby adopts files this Change of Registered Office as hereinafter set forth.

1. The name of the corporation is Papin Enterprises, Inc.
2. The street address of the current registered office of the Corporation is: 103 Birkwood Court, Debary, Florida 32713.
3. The street address of the new registered office of the Corporation is: 1319 Saxon Drive, New Smyrna Beach, Florida 32169.
4. The name of the Corporation's current registered agent is: Joseph E. Papin, III.
5. The Corporation's registered agent will remain the same.
6. The street address of the registered office and the street address of the business office of its registered agent, as changed, will be identical.
7. The change was duly adopted by the Board of Directors of the Corporation and the President of the Corporation so authorized by the Board of Directors.

IN WITNESS WHEREOF, these Change of Registered Office have been executed this 24 day of July, 1997.

  
Joseph E. Papin, III, President  
Registered Agent