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HINES & ASSOCIATES, P.A.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
STEPHEN C. SULLIVAN

HYDE PARK PROFESSIONAL CENTER
315 SOUTH HYDE PARK AVENUE
TAMPA, FLORIDA 33606

October 10, 1997

TAXATION
CORPORATION & BUSINESS LAW
ESTATE PLANNING & ADMINISTRATION

(813) 251-8659
FAX (813) 254-6153

Florida Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

800002319178--8
-10/13/97--01118--001
*****87.50 *****87.50

Re: Musson Klein Enterprises, Inc.

Dear Sir/Madam:

Enclosed herewith is an original and one copy of the Amendment to the Articles of Incorporation for the above captioned corporation and our check in the amount of \$87.50 to cover the cost of the following:

Filing Fee \$35.00
Certified Copy Fee 52.50

I would appreciate your filing the Amendment to the Articles, date stamping the enclosed copy and returning it to me.

Sincerely,

Randell Miller/ja
Randell Miller

RM/bja
Enclosures
cc: Norma Kirkwood (w/o encl.)

FILED
97 OCT 13 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

pc
TLL. OCT 17 1997

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MUSSON KLEIN ENTERPRISES, INC.

FILED
97 OCT 13 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the right to amend the Articles of Incorporation, has been reserved in Article XII of the Articles.

THEREFORE, the Articles of Incorporation are amended as follows:

1.

Article I shall be deleted in its entirety and the following Article I shall be inserted in lieu thereof:

ARTICLE I
Name

The name of this Corporation shall be: **ARIELLE, INC.**

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment on the 3 day of October, 1997. This Amendment has been adopted by the unanimous consent of the shareholders on the 3 day of October, 1997.

Norma Kirkwood
President


Norma Kirkwood
Secretary

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3 day of October, 1997, by Norma Kirkwood, President and Secretary of Arielle, Inc., a Florida Corporation, on behalf of the Corporation. She is personally known to me and did not take an oath.

Randell M. Miller
Notary Public (Signature)
Randell M. Miller
Notary Public (Printed Name)

 RANDELL M. MILLER
COMMISSION # CC 528472
EXPIRES JAN 22, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.