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OF COUNSEL

P97000012454

December 29, 1998

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

Re: Manasota Spot Free Car Wash, Inc.
Corporate ID Number: P97000012454
Our File No.: C86-4651

7000002728347--5
-12/31/98--01073--014
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find Articles of Amendment of the Articles of Incorporation of Manasota Spot Free Car Wash, Inc. for filing. Also enclosed is this firm's trust account check number 7925 in the amount of \$35.00 representing the filing fee therefore. Please provide a file copy of the Charter Amendment in the stamped self-addressed envelope provided. Thank you for your cooperation in this matter.

Very truly yours,


John F. Cook

JFC/ag

Enclosures

NAC86-4651\Ltr-Secretary of State-1229-jfc.doc

NC
1-12-99
BMS

FILED
98 DEC 31 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MANASOTA SPOT FREE CAR WASH, INC.
(A Florida corporation)

FILED
98 DEC 31 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with the provisions of Sections 607.1001, et seq., Florida Statutes, the Articles of Incorporation of MANASOTA SPOT FREE CAR WASH, INC., a Florida corporation, (hereinafter the "Corporation"), were amended by unanimous vote of the sole Shareholder and sole Director, in lieu of a meeting, pursuant to Section 607.0704 and Section 607.0821, Florida Statutes. This amendment to the Articles was adopted and ratified by the unanimous vote of the sole Director and sole Shareholder and is further evidenced by the execution of this instrument hereinbelow. The number of votes cast by the Shareholders for the amendment was sufficient for approval. The text of the amendment adopted and approved 12/23/98 is set forth as follows:

"The name of the corporation is hereby changed from
MANASOTA SPOT FREE CAR WASH, INC. to
PACIFIC/ATLANTIC CORP."

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and sole Director of the Corporation, has hereunto affixed his signature this 23RD day of December, 1998.

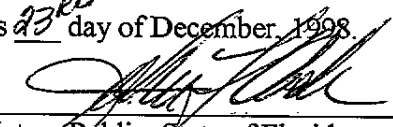


GEORGE FRUDAKIS,
as Sole Shareholder and Sole
Director of the Corporation

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me a notary public duly authorized in the State and County named above to take acknowledgments, personally appeared GEORGE FRUDAKIS to me known to be the person described as the sole Shareholder and sole Director of MANASOTA SPOT FREE CAR WASH, INC. and who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 23RD day of December, 1998.



Notary Public, State of Florida

[SEAL]

My Commission Expires:



JOHN F. COOK
My Comm. Exp. Mar. 16, 1999
Comm. No. CC 446026
Bonded thru Pichard Ins. Agcy.