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Examiner's Initials

LTJ

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ADDISON-SCHOALES, INC.**

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Pursuant to the provisions of §607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted to Article I. The name of the corporation shall be changed from Addison-Schoales, Inc., to All Elements Earthwear, Inc., with its principal address at 2820 S. MacDill Avenue, Tampa, FL 33629.

SECOND: On April 1, 1998, an Action by Written Consent of the Stockholders and Board of Directors was adopted which authorized the name change.

THIRD: The amendment was approved by all shareholders and directors. The number of votes cast for the amendment were sufficient for approval.

DATED May 1, 1998.

By: 
Cecelia D. Addison, Its President
and director of the corporation