

P97000017781

Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 585-9184

June 2, 1998

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

TRANSMITTAL LETTER

**SUBJECT: Amendment of Articles to :
Will Page III, Inc.**

The above named corporation wishes to:

1. Delete Stephen Farkas, Jr. as DIRECTOR and REGISTERED AGENT.
2. Add Antonio Pikolini as REGISTERED AGENT.

Enclosed are copies of the articles to be amended.

900002548019--6
-06/04/98--01081--012
*****35.00 *****35.00

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(813) 559-8505

Sincerely,



Barbara S. Hicks

VS JUN 12 1998

Amend

98 JUN -4 AM 9:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WILL PAGE III, INC.**

FILED
98 JUN -4 AM 9:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added, or deleted)*

**ARTICLE VI
Address**

DELETE: Stephen J. Farkas, Jr. as Registered Agent

ADD: Antonio Pikolini as Registered Agent

**ARTICLE VIII
Directors**

DELETE: Stephen J. Farkas, Jr. as Director

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself; are as follows: *N/A*

THIRD: The date of each amendment's adoption: **June 2, 1998**

FOURTH: Adoption of Amendment(s) **(check one)**

_____ The amendments was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each*

voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

VOTING GROUP

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 2 day of June, 1998.

Signature _____



ANTONIO PIKOLINI
Incorporator

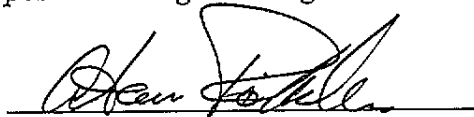
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Will Page III, Inc.
2. The name and address of the registered agent and office is:

ANTONIO PIKOLINI
1909 Hercules Avenue
Clearwater, FL 33763
813/ 442-7744

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ANTONIO PIKOLINI

This 2 day of June, 1998.