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TRANSMITTAL LETTER

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

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-11/08/01--01071--006
*****43.75 *****43.75

SUBJECT: ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WE R MOTELS INC.

Enclosed is original and one(1) copy of the articles of amendment and a check for:

43.75

Filing Fee
& Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -8 AM 11:19

FROM: BERNARD R SUTTER
3036 BIG SKY BLVD.
KISSIMMEE FL 34744
(407)870-5316

Amend

ARTICLES OF AMENDMENT

V. SHEPARD NOV 15 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 NOV -8 AM 11:19

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WE R MOTELS INC.

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

FIRST: ARTICLE VII. DIRECTORS

The name of the directors of this Corporation and their street address is;

NIZAR A MITHA
3960 NW BLITCHTON RD
OCALA, FLORIDA 34482

JASMIN N MITHA
3960 NW BLITCHTON RD
OCALA, FLORIDA 34482

ARTICLE XIII. OFFICERS

The officers of this Corporation and name of said officers who is to serve until the first meeting of the Board of Directors is:

PRESIDENT: TREASURER NIZAR A MITHA
3960 NW BLITCHTON RD
OCALA, FLORIDA 34482

VICE PRESIDENT: SECRETARY JASMIN N MITHA
3960 NW BLITCHTON RD
OCALA, FLORIDA 34482

THIRD: The date of each amendments adoption: November 5, 2001

FOURTH: Adoption of amendment(s)

The amendment(s) were approved by the shareholders on November 5, 2001. The number of votes cast for the amendment(s) were sufficient for approval.

The amendment(s) were approved by the board of directors in November 5, 2001. The number of votes cast for the amendment(s) were sufficient for approval.

From: BERILARD SUTTER To: Nizar Mitha

Date: 11/5/01 Time: 2:18:10 PM

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Signature _____


DIRECTOR AND PRESIDENT

PRINT NAME: NIZAR A MITHA
TITLE: PRESIDENT AND DIRECTOR