P9700004339/

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

Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of:

BENEICH CORPORATION

along with a check in the amount of \$35.00 for filing fee.

Also enclosed is a photocopy of the Articles of Amendment. Please return this copy to me with the filing date stamped on it.

Thank you.

100002539221---05/28/98--01063--023 ******35.00 ******35,00

Richard T. Hughes, President

BENRICH Corporation 1518-B Florida Blvd. Bradenton, FL 34207 (941-727-0807)

98 MAY 28 AM 8: 54
SECRETARY OF STATE
TALLAHASSEF, FIRSTEA

arend 6-5-98

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED

98 MAY 28 AM 8: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(present name)

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

ARTICLE NO. 5 of the Articles of Incorporation is amended to read as follows:

5. The Board of Directors shall have three (3) members whose names and addresses are as follows: Richard T. Hughes, Jennifer Hughes, and Jason E. Hughes, the address of each member being 1518-B Florida Blvd., Bradenton, Florida 34207.

The number of directors may be raised or lowered by amendment of the by-laws, but in no case shall be less than one.

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:

THIRD	: Ti	ne date of each amendment's adoption: 1 May 1998
FOURT	Н: .	Adoption of Amendment(s) (CHECK ONE)
2	XXX	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 byvoting group
		voting group
1		The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Į		The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Sig	ned this First day of May , 19 98
Signature	_	Kirking T Hughes
Signatur	c	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
		OR
		(By a director if adopted by the directors)
		OR
		(By an incorporator if adopted by the incorporators)
		Richard T. Hughes
		Typed or printed name
		President
		Title