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RICHARD E. STRAUGHN
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DAVID C. DISMUK

JACK STRAUGHN
(1925-2000)

December 12, 2001

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*****43.75 *****43.75

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

RE: Amendment to Articles of Incorporation for
G & E HOLDINGS, INC., n/k/a MAGNOLIA GROVES, INC.
File No.: 3384/004

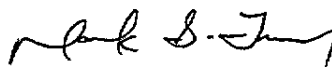
Dear Sir:

Enclosed for filing in connection with the above-referenced matter, please find the Amendment to the Articles of Incorporation, together with our firm's check made payable to the Florida Department of State, in the total amount of \$43.75 which represents the filing fee of \$35.00, and \$8.75 which represents the cost for a certified copy of the Articles of Amendment.

Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.


MARK G. TURNER

MGT/djb
enclosures

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FILED
01 DEC 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

G & E HOLDINGS, INC.

FILED
01 DEC 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. RESOLVED, that Article I of the Articles of Incorporation of G & E HOLDINGS, INC., be amended to read as follows:

ARTICLE I. NAME

The name of this corporation is MAGNOLIA GROVES, INC.

2. The foregoing amendment was adopted by all of the directors and stockholders of G & E HOLDINGS, INC., now known as MAGNOLIA GROVES, INC., on this 12th day of December, 2001.

IN WITNESS WHEREOF, the undersigned President and Secretary of MAGNOLIA GROVES, INC., have executed these articles of amendment this 12th day of December, 2001.

MAGNOLIA GROVES, INC.

BY: Mark G. Turner
MARK G. TURNER,
President/Secretary/Director

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority personally appeared MARK G. TURNER, as President of G & E HOLDINGS, INC., now known as MAGNOLIA GROVES, INC., who is personally known to me and being first duly sworn he acknowledged to me that the statements contained in the foregoing Articles of Amendment by him

subscribed are true and correct and he has executed same as the President of G & E HOLDINGS, INC., now known as MAGNOLIA GROVES, INC.

Witness my hand and official seal at Winter Haven, Florida, this 12th day of December, 2001.



Deborah J. Babcock
MY COMMISSION # CC743007 EXPIRES
June 23, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Deborah J. Babcock
Notary Public, State of Florida
My Commission Expires:

The undersigned constituting all of the directors of G & E HOLDINGS, INC., now known as MAGNOLIA GROVES, INC., hereby consent to the above and adopt the above and foregoing Articles of Amendment dated this 12th day of December, 2001.

Mark G. Turner
MARK G. TURNER, Director

Richard E. Straughn
RICHARD E. STRAUGHN, Director