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June 19, 1997

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

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-06/23/97--01106--011
*****35.00 *****35.00

RE: W&CR, Inc.

Dear Madam/Sir:

With respect to the above referenced corporation, enclosed please find for filing the original Articles of Amendment to the Articles of Incorporation. Also, enclosed please find my check in the amount of \$35.00 to cover the cost for filing the enclosure.

Thank you for your time and attention to this matter.

Sincerely,


Gorham Rutter, Jr., P.A.

records.doc

/pas

Enclosure

FILED
97 JUN 23 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Jee 4/25

N/C Amend.

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF W&CR, INC.

FILED
97 JUN 23 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

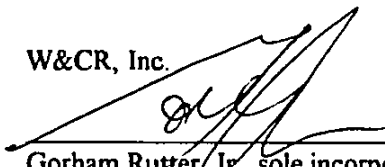
Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is:

W&CR, Inc.
2. The name of this corporation shall be changed to:

PARALLEX INDUSTRIES, INC.
3. The above Amendment was adopted on June 18, 1997.
4. The Amendment was adopted by the sole incorporator and the sole member of the Board of Directors without shareholder action. Shareholder action was not required for the adoption of such Amendment because no shares of stock have been issued.

Dated this 19th day of June, 1997.

W&CR, Inc.
By: 
Gorham Rutter, Jr., sole incorporator and
sole director