

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 222-1870 • (800) 842-8062 • Fax (850) 222-1222

PA 100005455

Ultima Development Corporation

FILED
98 SEP 23 PM 3:16
SEC. OF STATE
TALLAHASSEE, FLORIDA

name
change
Amend

RECEIVED
98 SEP 23 AM 11:32
DIVISION OF CORPORATION

Signature _____

Requested by: Ces

Name _____

9/23

Date

11:11

Time

Walk-In _____

Will Pick Up _____

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File 400002647294--0

-09/23/98 -01068--015

*****35.00 *****35.00

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Don
9/23/98

ARTICLES OF AMENDMENT OF
ULTIMA DEVELOPMENT CORPORATION

STATE OF FLORIDA
COUNTY OF ESCAMBIA

FILED
98 SEP 23 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the President and the Secretary of Ultima Development Corporation, a corporation organized under the laws of the State of Florida (the "Corporation"), do hereby make and attest these Articles of Amendment, and certify as follows:

(1) The name of the Corporation is Ultima Development Corporation.

(2) The following amendment has been adopted in accordance with the requirements set forth in Chapter 607 of the Florida Statutes:

Article I of the original Articles of Incorporation of the Corporation is deleted in its entirety, and replaced with the following new Article I:

ARTICLE I

The name of the corporation shall be Levin & Rinke Development Inc.

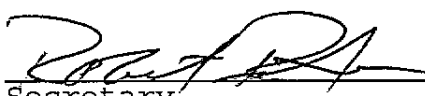
(3) The date of adoption of this amendment is August 25, 1998.

(4) The foregoing amendment was approved by the Board of Directors of the Corporation at a special meeting of the Board of Directors duly held for such purpose and approved by unanimous vote of the Shareholders of the Corporation.

IN WITNESS WHEREOF, we have made and executed these Articles of Amendment, this 25th day of August, 1998, at Pensacola, Florida.

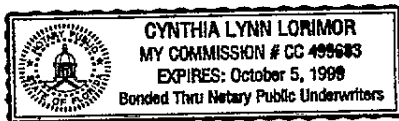
ULTIMA DEVELOPMENT CORPORATION


President


Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

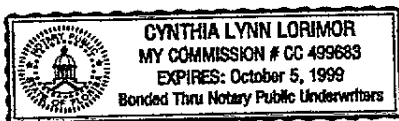
The foregoing instrument was acknowledged before me
this 25th day of August, 1998, by Allen R. Levin, the
President of Ultima Development Corporation, a Florida
corporation, on behalf of the corporation, who is personally
known to me or ~~who has produced~~ _____ as
identification and who ~~did~~/did not take an oath.



Cynthia Lynn Lorimor
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me
this 25th day of August, 1998, by Robert Rinke, the
Secretary of Ultima Development Corporation, a Florida
corporation, on behalf of the corporation, who is personally
known to me or ~~who has produced~~ _____ as
identification and who ~~did~~/did not take an oath.



Cynthia Lynn Lorimor
NOTARY PUBLIC

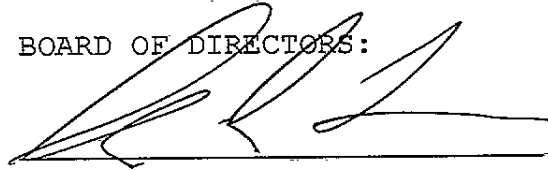
ULTIMA DEVELOPMENT CORPORATION

Written Statement Manifesting Intention That
Amendment to Articles of Incorporation Be Adopted

The undersigned, which constitute the Board of Directors of Ultima Development Corporation, a Florida corporation, do hereby sign this written statement for purposes of manifesting their intention that an amendment to the Articles of Incorporation of Ultima Development Corporation be adopted. The said amendment to be adopted shall be as set forth in the "Articles of Amendment to Ultima Development Corporation" to which this written statement is attached.

IN WITNESS WHEREOF, we have hereunto executed this document this 25th day of August, 1998.

BOARD OF DIRECTORS:

A handwritten signature in dark ink, appearing to be 'R. L.', written over a horizontal line.A handwritten signature in dark ink, appearing to be 'Robert R. A.', written over a horizontal line.

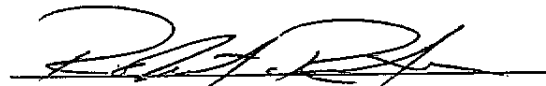
ULTIMA DEVELOPMENT CORPORATION

Written Statement Manifesting Intention That
Amendment to Articles of Incorporation Be Adopted

The undersigned, which constitute the stockholders of Ultima Development Corporation, a Florida corporation, do hereby sign this written statement for purposes of manifesting their intention that an amendment to the Articles of Incorporation of Ultima Development Corporation be adopted. The said amendment to be adopted shall be as set forth in the "Articles of Amendment to Ultima Development Corporation" to which this written statement is attached.

IN WITNESS WHEREOF, we have hereunto executed this document this 25th day of August, 1998.

STOCKHOLDERS:

A handwritten signature in black ink, appearing to be "R. L. 2", written over a horizontal line.A handwritten signature in black ink, appearing to be "R. L. 2", written over a horizontal line.