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November 25, 1997

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

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

RE: Oil Eaters Corporation
Southern Palm International, Inc.

Dear Sir/Madam:

Please find enclosed Articles of Amendment for Oil Eaters Corporation. The corporation is changing its name to Southern Palm International, Inc. Also enclosed is the \$35.00 filing fee. Please return a stamped copy to me at the above address.

Thank you.

Respectfully,

Terrence F. Lenick

TFL:mcj

FILED
97 DEC -4 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/c Amend

Dee 12/12

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

OIL EATERS CORPORATION

(present name)

FILED
97 DEC -4 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 I. CORPORATE NAME.

The new name of this corporation will be SOUTHERN PALM INTERNATIONAL, INC.

The original ARTICLE I. is hereby deleted.

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: None

THIRD: The date of each amendment's adoption: December, 1, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

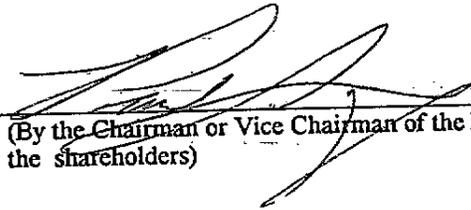
The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 25th of November, 19 97

Signature 
(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)

Paul Jennings
Typed or printed name

President
Title