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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

VS OCT 29 1997

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
HARBOR TOWN HOLDING GROUP IV, INC.

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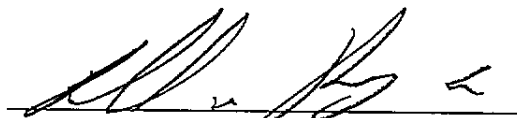
Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is HARBOR TOWN HOLDING GROUP IV, INC.
2. The following amendments of the articles of incorporation were adopted and approved by the shareholders on October 14, 1997. The number of votes cast for the amendments were sufficient for approval.
3. Article III of the original articles of incorporation shall be deleted and replaced with the following:

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000,000 shares of common stock, no par value.

Signed this 20th day of October, 1997.

  
Ronald W. Hayes, Jr., President