

P97000072012

DAVID M. BOVI, P.A.

David M. Bovi

*Counselor At Law*

*LL.M. Securities Regulation*

The Comeau Building

319 Clematis Street • Suite 804

West Palm Beach, FL 33401

Phone (561) 655-0665

Fax (561) 655-0693

October 20, 1997

900002327749--5

-10/23/97--01035--027

\*\*\*\*\*70.00 \*\*\*\*\*35.00

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

Re: Harbor Town Holding Group III, Inc. Articles of Amendment  
Harbor Town Holding Group IV, Inc. Articles of Amendment

To whom it may concern:

Please find enclosed:

1. an original and one (1) copy of Harbor Town Holding Group III, Inc.'s articles of amendment to articles of incorporation;
2. an original and one (1) copy of Harbor Town Holding Group IV, Inc.'s articles of amendment to articles of incorporation; and
3. a check in the amount of 75.00.

Very truly yours,



David M. Bovi

VS OCT 29 1997

*Amend.*

Enc.

FILED  
97 OCT 23 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

FILED  
97 OCT 23 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

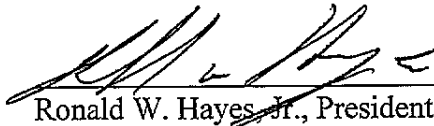
Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is HARBOR TOWN HOLDING GROUP III, 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