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December 23, 1997

Secretary of State
Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

RE: Articles of Amendment to
Articles of Incorporation of
Balinakill, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation for Balinakill, Inc. Also enclosed, please find checks # 3459 & 3460 in the total amount of \$87.50 as the required fee to process said documents. Please file same and return a certified copy to my office.

Thank you in advance for your prompt attention to this matter.

Very truly yours,

ZIES BROTHERS, P.A.

G. Philip J. Zies

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-12/29/97--01107--007
*****52.50 *****52.50

500002384625--1
-12/29/97--01107--008
*****35.00 *****35.00

NC
DEC
11/9/98

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BALINAKILL, INC.

FILED
97 DEC 29 PM 1:43
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: Article I of the Articles of Incorporation dated August 11, 1997 shall be removed in its entirety and shall be amended to read as follows:

"ARTICLE I.- NAME

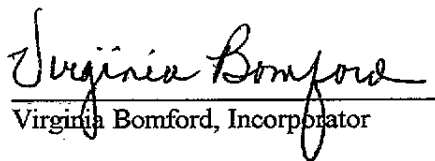
The name of this corporation is BALLINAKILL, INC. "

SECOND: This amendment is effective as of the date of filing these articles of amendment with the Department of State.

THIRD: This amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the incorporators hereto have executed these Articles of Amendment to the Articles of Incorporation, this 3 day of December, 1997.


James Bomford, Incorporator


Virginia Bomford, Incorporator

STATE OF FLORIDA
COUNTY OF Seminole

I hereby certify that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared JAMES BOMFORD and VIRGINIA BOMFORD, to me known to be the persons described as the incorporators in and who executed the foregoing Articles of Amendment, who being duly sworn depose and say that the contents of the foregoing are true and correct to the best of their knowledge, and they further acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED before me this 3rd day of Dec., 1997 and in witness
whereof I have set my hand and affixed my official seal in the County and State last aforesaid.

Janet E Webb
NOTARY PUBLIC
Janet E Webb

My commission Expires:



Janet E. Webb
COMMISSION # 00615692 EXPIRES
April 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.



Janet E. Webb
MY COMMISSION # 00615692 EXPIRES
April 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.