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****BOARD CERTIFIED CRIMINAL TRIAL PRACTICE

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DOUGLAS L. SMITH
SHARON DINWIDDIE***
WILLIAM G. WARNER****
MICHAEL S. BURKE
M. TODD BURKE

April 19, 1999

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002926122--7
-07/08/99-01039-014
****135.00 *****35.00

Dear Division:

Enclosed please find my check in the amount of \$135.00 to cover filing fees for the following:

1. Articles of Amendment for Rocar, Inc.,
2. Fictitious Name Registration for Vision Quest Gallery,
3. Fictitious Name Registration for Vision Quest Gallery & Emporium,

Please file the enclosed and return all necessary documentation to my office.

Gloria GAVE

AUTHORIZATION BY PHONE TO

CORRECT ADD FILING FEES

encls. DATE 7-13

/MTB DOC. EXAM OK

Sincerely,
BURKE & BLUE, P.A.

M. Todd Burke
M. Todd Burke

to sign

FILED
99 JUL - 8 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NCAM
MB
7/13

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ROCAR, Inc.

99 JUL -8 PM 3:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1003, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments Adopted:

The Articles of Incorporation, Article I., is amended to reflect the name of the corporation as follows:

Vision Quest Gallery & Emporium, Inc.

SECOND: Amendments Adopted:

The Articles of Incorporation, Article V, is amended to reflect the corporation's mailing address, principal place of business, and street address of the registered office is as follows:

230 W. 15th Street, Panama City, Florida, 32401

THIRD: Adoption of Amendment. The Amendments were adopted by unanimous agreement of all Directors, Officers and Shareholders of the Corporation at a special meeting held on July 7th, 1999. All Directors, Officers and Shareholders of the Corporation were present at and voted to adopt the amendment; therefore, the votes cast for the amendment was sufficient for approval.

Dated this 7th day of July, 1999.

ROCAR, INC.

Roberta L. Carothers
Roberta L. Carothers, Director
President

STATE OF FLORIDA
COUNTY OF BAY

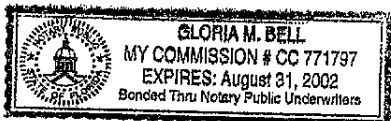
The foregoing instrument was acknowledged before me this 7th day of July, 1999, by Roberta L. Carothers, Director of Rocar, Inc., on behalf of the corporation (notary **must** check applicable box).

is personally known to me.

produced a current Florida driver's license as identification.

produced _____ as identification.

(SEAL)



Gloria M. Bell
Gloria M. Bell
(Print Name)
Notary Public
Serial # _____
My Commission Expires: _____