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Law Offices of

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November 2, 1998

Ms. Jo Maynard, Supervisor
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-11/12/98--01007--012
*****35.00 *****35.00

Re: Empire Fence, Inc.
Our Client: Terry Squillante
Our File No.: 414-S-0013

Dear Ms. Maynard:

Enclosed please find Articles of Amendment to the Articles of Incorporation of Empire Fence, Inc. in the above-referenced matter and a check in the amount of \$35.00 to cover the cost of filing. Please mail us a copy of same in the self-addressed stamped envelope provided.

Thank you for your anticipated cooperation.

Sincerely,


STEVEN MICHAEL LABRET

SML/ao
Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
EMPIRE FENCE, INC.

The following provisions of the Articles of Incorporation of
EMPIRE FENCE, INC., a Florida corporation (the "Corporation"),
filed in Tallahassee on October 28, 1997, be and they are hereby
amended in the following particulars:

Article I is hereby amended to read as follows:


Article I - Name

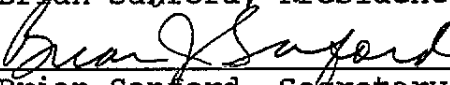
The name of the corporation shall be:

RAIL CONCEPTS, INC.

The foregoing Amendment was adopted by all of the Shareholders
and Directors of the Corporation on this 30 day of October, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of
the Corporation have executed these Articles of Amendment this 30
day of October, 1998.



Brian Sanford, President


Brian Sanford, Secretary

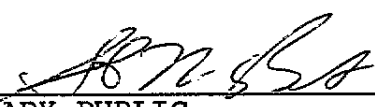
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30th
day of October, 1998, by Brian Sanford, as president and secretary
of Empire Fence, Inc., who:

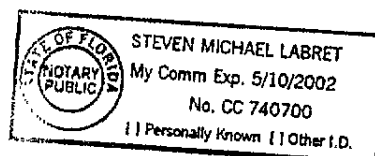
[] is (or are) personally known to me, or

[X] has produced FDL as identification and who
did (did not) take an oath.

And he acknowledged before me that he read and executed the same
and that the facts contained therein are true and correct.



NOTARY PUBLIC
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA