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EMAIL: DBMCPAO@SUNWORKS.COM

January 23, 1998

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Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327 Tallahassee, FL 32301

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Octagon International, Inc. Re:

Gentlemen:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$35.00 to cover the filing fee. Would you please provide me with a copy of the Amended Articles after they have been filed. My stamped, self-addressed envelope is enclosed for your convenience. Thank you.

Sincerely

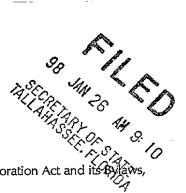
David B. MeEwen

DBM:kc Enclosures (2) Ms. Mary Belknap (enclosure)

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Almand





The undersigned corporation, in accordance with the Florida Business Corporation Act and its sylaws, hereby adopts the following Articles of Amendment:

1. Articles 7, 8, and 9 of this Corporation's Articles of Incorporation is hereby amended in their entirety so as to read, after amendment, as follows:

ARTICLE 7. BOARD OF DIRECTORS. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The names and addresses of the initial directors are: Mary Belknap, 2001 - 59th Street North, St. Petersburg, FL 33710; Kenneth Moore, 2001 - 59th Street North, St. Petersburg, FL 33710; and Patrick Johns, 6407 - 61st Drive East, Palmetto, FL 34221.

ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT. The address of this Corporation's initial principal office in the State of Florida is 2001 - 59th Street North, St. Petersburg, FL 33710.

The name of this Corporation's initial registered agent is Mary Belknap, at 2001 - 59th Street North, St. Petersburg, FL 33710.

ARTICLE 9. PRINCIPAL OFFICE. The corporation's principal office and mailing address is 2001 - 59th Street North, St. Petersburg, FL 33710.

2. These Amendments have been adopted by unanimous Written Action of the Directors and Shareholders of the Corporation on December 1997.

Octagon International, Inc., a

Florida corporation

Attest:

Patrick Johns, Secretary

(CORPORATE SEAL)

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 22 day of January, 1998, by MARY

BELKNAP, as President of OCTAGON INTERNATIONAL, INC., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced Florida Drivers License as identification and did take an oath.

My Commission Expires:

Name: Mary L. Kravec

Commission Number:

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