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NAME: HOOTHILL ENTERPRISES, INC.
AUDIT NUMBER.....H98000003289
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Amendment

02/18/98

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ARTICLES OF AMENDMENT

OF

HOOTHILL ENTERPRISES, INC.

In accordance with Section 607.1005, Florida Statutes, the Articles of Incorporation of HOOTHILL ENTERPRISES, INC. are hereby amended as follows:

1. In Article VII, the name(s) and address(es) of the initial directors are hereby deleted and shall be replaced by the following:

Ralf Krieg
4335 Amandi St.
Pt. Charlotte, FL 33981

The incorporator of HOOTHILL ENTERPRISES, INC. approved of this amendment on February 18, 1998. A statement by the incorporator, attached as Exhibit A, confirms this.



P. Christopher Jaensch
Incorporator

Prepared by:
P. Christopher Jaensch
3400 S. Tamiami Trail Suite 303
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(941) 366-9841
Florida Bar#: 72044

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EXHIBIT A

The undersigned, being the sole incorporator, hereby approves an amendment of the Articles of Incorporation of HOOTHILL ENTERPRISES, INC. to delete the names and addresses of the initial directors in Article VII and replace it with the following new director:

Ralf Krieg
4335 Amandi St.
Pt. Charlotte, FL 33981

This amendment is adopted without shareholder action pursuant to 607.1005, Florida Statutes.

Signed this 18th day of Feb., 1998.



P. Christopher Jaensch
Incorporator

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