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DENNIS R. LONG
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ARNELLE M. STRAND

March 25, 1998

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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-03/26/98--01095--010
*****35.00 *****35.00

Re: Protégé Corporation

Dear Sir,

Enclosed please find the original and one copy of the Articles of Amendment of the above-named corporation and amendment. Also enclosed is a check in the amount of \$35.00 to cover the filing fee.

Please certify the enclosed copy of the Articles of Amendment and return the same to me.

Thank you very much for your cooperation in this matter.

Sincerely,

WILSON, WILSON & LONG, P.A.

Dennis R. Long

DRL:tmq
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W/C
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ARTICLES OF AMENDMENT

1. Article One of the Articles of Incorporation of PROTÉGÉ CORPORATION, a Florida corporation, is hereby amended to read as follows:

Article One. The name of this corporation is: PHANTOM MOTORS, INC.

2. The foregoing amendment was adopted by the Incorporator and Director of this corporation on the 25th day of March, 1998, pursuant to §607.1005, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator and Director of this corporation have executed these Articles of Amendment this _____ day of March, 1998.


Dennis R. Long, Incorporator and
Director

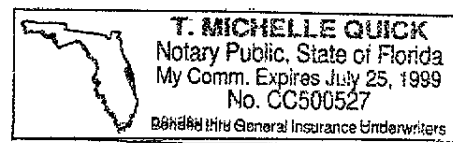
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared DENNIS R. LONG, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed these Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25th day of March, 1998.


Notary Public



WRITTEN CONSENT OF THE INCORPORATOR AND DIRECTOR
IN LIEU OF SPECIAL MEETING

The undersigned person, being all of the Incorporator and Directors of PROTÉGÉ CORPORATION, a Florida corporation, hereby take the following action by written consent in lieu of a special meeting of shareholders:

RESOLVED AS FOLLOWS:

1. That the name of the corporation be changed to that of PHANTOM MOTORS, INC.
2. That the Incorporator and Director are authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.
3. That the Incorporator and Director are authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of the corporation.
4. That the Incorporator and Director are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

DATED: 3/25, 1998


Dennis R. Long


Dennis R. Long