

JEFFREY MARK SHERMAN

P98000019442

ATTORNEY AT LAW
810 63rd Avenue N.
St. Petersburg, Florida 33702

Admitted Florida and New York

Phone (813) 520-8888 Fax (813) 520-0173

March 9, 1998

George Firestone Building
DIVISION OF CORPORATIONS
409 East Gaines Street
TALLAHASSEE, FL. 32399

000002484810--3
-04/10/98--01046--001
*****35.00 *****35.00

RE: Name Change - Stingrays, Inc.

Dear Sirs:

Enclosed herewith please find a duly executed Amendment to the Articles of Bennett New Car Alternative 1998, Inc., together with my check in the sum of \$35 to effect the filing.

We enclose an extra copy of the articles for you to confirm the filing; a return envelope is provided for your convenience.

Thank you.

Very truly yours,



Jeffrey Mark Sherman

FILED
98 APR 10 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
OFF
4/14

**ARTICLES OF AMENDMENT
(NAME CHANGE AMENDMENT)
OF
BENNETT NEW CAR ALTERNATIVE 1998, INC.**

Article I of the Articles of Incorporation of BENNETT NEW CAR
ALTERNATIVE 1998, INC., is hereby amended to read:

ARTICLE 1

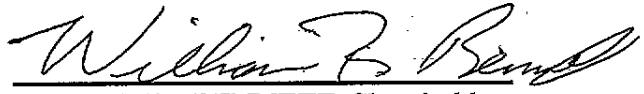
The name of this corporation shall be STINGRAYS, INC.,.

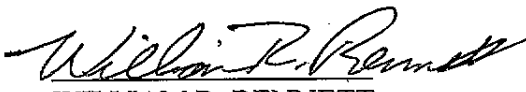
ARTICLE 3

The address of the principal office of this Corporation is 1520 Gulf Blvd #1104,
Clearwater, Fl. 33767, with mailing address P. O. Box 3101, Clearwater, Fl. 33767-8101.

IN WITNESS HEREOF, the undersigned, as the sole shareholder of the
Corporation, have executed these Articles of Amendment, this 6th day of April, 1998.

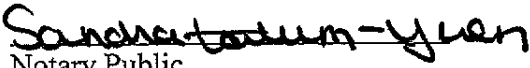
ATTEST:

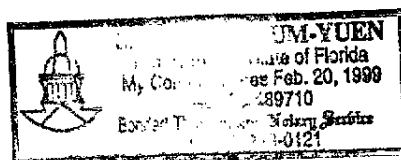

WILLIAM R. BENNETT, Shareholder


WILLIAM R. BENNETT
Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6th day of
April, 1998, by William R. Bennett, who is personally known to me or who produced
Driver's License as identification and who did take an oath.


Sanda Yuen
Notary Public
My commission expires:



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98 APR 10 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA