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ATTORNEYS AT LAW  
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WILLIAM R. FRAZIER  
W. ROBINSON FRAZIER

July 17, 1998

TELEPHONE (904) 353-5616  
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VIA UPS NEXT DAY AIR

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

000002593550--3  
-07/21/98--01002--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sirs:

I am enclosing herewith for filing the following:

(a) Original and duplicate copy of Articles of Amendment of CAREast, Inc. by which it is changing its corporate name to "Automotion Services, Inc.".

(b) Copy of Articles of Amendment for Automotion Services, Inc. changing its name to Berghoefer Enterprises, Inc. These Articles of Amendment were filed on June 12, 1998, which has freed the use of the name "Automotion Services, Inc.".

Also enclosed herewith is my firm's check payable to the Florida Department of State in the amount of \$35.00 to cover the required filing fee.

I would greatly appreciate it if you would please affix your receiving stamp on the duplicate copy of the Articles of Amendment and return same to me as an acknowledgment copy.

Thank you for your attention to these matter.

Very truly yours,

*W. Robinson Frazier*

W. Robinson Frazier

WRF:dbh  
Enclosures

cc: Mr. Donald H. York (via facsimile)

FILED  
98 JUL 21 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*nc*

RE JUL 22 1998

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
CAREast, INC.

98 JUL 21 AM 11:30  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This is to certify, pursuant to Sections 607.1003 and 607.1006, Florida Statutes, that:

1. The name of the corporation is CAREast, Inc.
2. The following is a true and complete copy of the Amendment to Article I of the Articles of Incorporation:

"ARTICLE I

"The name of the corporation is Automotion Services, Inc."

3. The date of adoption of the foregoing amendment was July 17, 1998.

4. The foregoing amendment was approved by both the directors and the common shareholders of the corporation. The number of votes cast for the amendment by both the directors and the common shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned officer of this corporation has executed these Articles of Amendment to its Articles of Incorporation this 17th day of July, 1998.

CAREast, INC.

By: Donald H. York  
Donald H. York, Vice President

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of July, 1998, by DONALD H. YORK, in his capacity as Vice President of CAREast, Inc., who is personally known to me.

Delores B. Hanagriff  
Delores B. Hanagriff  
Notary Public, State of Florida  
at Large  
My commission expires:

(SEAL)

