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MEMBER OF FLORIDA
AND D.C. BARS

FED. I.D. # 59-3436548

December 3, 2001

Secretary of State
State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

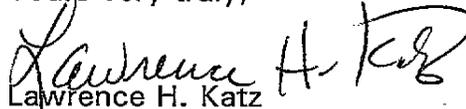
Re: Articles of Amendment to Articles of Incorporation

Gentlemen:

700004705367--6
-12/05/01--01016--014
*****87.50 *****52.50

Enclosed you will find original and one copy of Article of Amendment to Articles of Incorporation. Please cause the original of said documents to be filed and return to me a certified copy of the same in the self addressed stamped envelope provided for this purpose. Enclosed please find a check in the amount of \$87.50 to cover the filing fees and the certified copy.

Yours very truly,



Lawrence H. Katz

signed in his absence by RB

LHK/rb

secretary.amendment

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC -5 PM 12:51

FILED



ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SCI-FI CITY, INC.

ARTICLE I of the Articles of Incorporation of SCI-FI CITY, INCORPORATED.,
is amended to read as follows:

ARTICLE I

NAME OF CORPORATION

1. The name of the Corporation is DOWLER HOLDINGS, INC.
2. The foregoing Amendment was adopted unanimously by the

Shareholders and Directors of this Corporation on the 16th day of November,
2001.

[Signature]
Witness

Lawrence H. Katz
Witness Printed Name

Frank Dowler
Frank Dowler, President
and Secretary

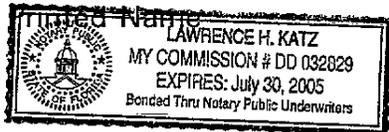
(CORPORATE SEAL)

01 DEC -5 PM 12: 51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before on this 16th day of
November, 2001, by Frank Dowler, as President for Sci-Fi City, Incorporated, a
Florida Corporation.

[Signature]
Notary Signature

Notary Lawrence H. Katz


Personally Known or Produced Identification _____
Type of Identification Produced _____

CERTIFICATE

I, Frank Dowler, Secretary of SCI-FI CITY, INCORPORATED, a Florida Corporation, do hereby certify that on the 16th day of November, 2001, at a Joint Meeting of the Shareholders and Board of Directors of the said Corporation, at which meeting a quorum of both Shareholders and members of the Board of Directors were present, the following resolution was unanimously adopted:

RESOLVED, that the name of this Corporation pursuant to Article I of the Articles of Incorporation of this Corporation, be amended to allow for the name of this Corporation to be DOWLER HOLDINGS, INC. in the following manner:

ARTICLE I

NAME

The name of this Corporation shall be DOWLER HOLDINGS, INC., a Florida Corporation;

and, the officers of this Corporation be and the same are hereby authorized and directed to execute any and all documents necessary to cause the name of this Corporation to be changed as provided for in this resolution.

Dated this 16th day of November, 2001.



Frank Dowler, as Secretary of
SCI-FI CITY, INCORPORATED