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October 20, 1998

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Department of State
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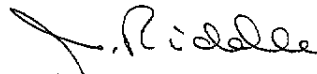
RE: West Coast Imperial, Inc.

Ladies/Gentlemen:

On behalf of the above captioned corporation (the "Corporation"), I am forwarding an original and one copy of the Corporation's Articles of Amendment to the Articles of Incorporation. Also enclosed is our firm check in the amount of \$35 in payment of the filing fee for such Amendment.

Please stamp and return the copy for our file.

Sincerely,



Jennifer Riddle, Legal Assistant to
David M. Jeffries

/jdr
Enclosures
162126.1

NC
10-27-98
BHS

APPROVED
AND
FILED
98 OCT 22 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
WEST COAST IMPERIAL, INC.**

WEST COAST IMPERIAL, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE I

The name of this corporation shall be Waterford Imperial, Inc."

. . .

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding the majority of stock of the corporation and all directors having executed a written statement, dated October 13, 1998 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders having been sufficient for approval.


APPROVED
AND
FILED

98 OCT 22 PM 12:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 15th day of October 1998.

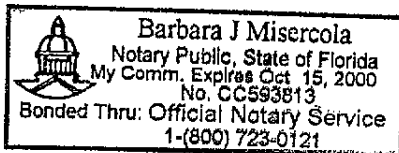
WEST COAST IMPERIAL, INC.

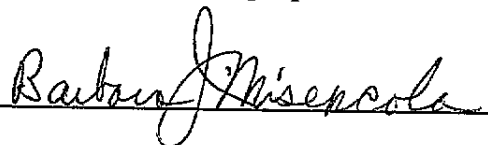
By: 
Dennis Bradford, President

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me, under oath, this 15th day of October, 1998 by Dennis Bradford, an individual known to me ~~or who has produced~~ as identification, in his capacity as President of West Coast Imperial, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



sign 

print BARBARA J. MISERCOLA
NOTARY PUBLIC, State of Florida
at Large
My Commission Expires: 10/15/2000
Commission No.: CC593813

162125.1