

DONNA L. DRAVES
ATTORNEY AND COUNSELOR AT LAW

120 EAST CONCORD STREET
407/423-1183

ORLANDO, FLORIDA 32801
FAX: 407/841-6746

P98000058035

August 5, 1998

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

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-08/10/98-01115-006
*****35.00 *****35.00

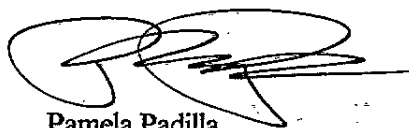
- RE: MANFREDO ENTERPRISES, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above-referenced corporation along with the Written Consent of the Sole Director and my Check #5162 in the amount of \$35.00 for the filing fee. Additionally, I have enclosed the Designation and Acceptance of Registered Agent.

Thank you for your assistance in this matter.

Very truly yours,



Pamela Padilla
Paralegal to Donna L. Draves

PP/keas

Enclosures: Original Articles of Amendment of Articles of Incorporation
Written Consent of the Sole Shareholder
Designation and Acceptance of Registered Agent
Check #5162 (\$35.00)

FILED
98 AUG 31 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
P98000058035
6pgs Amend CM
8-31-98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 17, 1998

DONNA DRAVES
120 EAST CONCORD STREET
ORLANDO, FL 32801

SUBJECT: MANFREDO ENTERPRISES, INC.
Ref. Number: P98000058035

We have received your document for MANFREDO ENTERPRISES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 898A00042448

** The corrections have been made
Thank you.*

RECEIVED
98 AUG 28 AM 7:35
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
MANFREDO ENTERPRISES, INC.**

Pursuant to the provisions of Section 607.1006 of The Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I-Name

The name of the corporation is MANFREDO ENTERPRISES, INC. (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article I of the Articles of Incorporation by written consent dated the 5th day of August, 1998, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Articles 5, 6 and 13 of the Articles of Incorporation by written consent the 5th day of August, 1998, in accordance with the provisions of Section 607.0704 of The Florida Statutes. The following is a true and correct copy of the resolution amending Article 5, 6 and 13 of the Articles of Incorporation:

RESOLVED, that Article 5, 6, and 13 of the Article of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE 5-OFFICERS

The officers of the corporation shall be:

President:	John J. Manfredo
Vice-President:	Timothy N. von der Heyde
Secretary:	Geanette Ruiz Manfredo
Treasurer:	Amy Jo von der Heyde

whose address shall be the same as the principal office of the corporation.

FILED
98 AUG 31 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

"ARTICLE 6-DIRECTORS"

The Directors of the Corporation shall be:

**John F. Manfredo
Timothy N. von der Heyde
Geanette Ruiz Manfredo**

Amy Jo von der Heyde

The aforementioned directors address is 112 Essex Ave. #308, Altamonte Springs, FL 32701.

"ARTICLE 13-REGISTERED OFFICE AND REGISTERED AGENT"

The address of registered office of this of this corporation in the State of Florida shall be 120 E. Concord Street, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the registered agent of this Corporation at that address is DONNA L. DRAVES, ESQ. The Board of Directors may from time to time designate a new registered agent.

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated this 5 day of August, 1998.

MANFREDO ENTERPRISES, INC.

By

Geanette Ruiz Manfredo, Secretary

WRITTEN CONSENT OF THE SOLE DIRECTOR
OF MANFREDO ENTERPRISES, INC.
TO ACTION IN LIEU OF A MEETING OF THE SHAREHOLDERS
OF MANFREDO ENTERPRISES, INC.
PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES

The undersigned, being the sole director of MANFREDO ENTERPRISES, INC., a Florida corporation (hereinafter referred to as the "Corporation"), hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the Corporation pursuant to Section 607.1002 of the Florida Statutes:

RESOLVED, that Articles 5, 6 and 13 of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

"ARTICLE 5-OFFICERS

The officers of the corporation shall be:

President:	John J. Manfredo
Vice-President:	Timothy N. von der Heyde
Secretary:	Geanette Ruiz Manfredo
Treasurer:	Amy Jo von der Heyde

whose address shall be the same as the principal office of the corporation.

"ARTICLE 6-DIRECTORS"

The Directors of the Corporation shall be:

John J. Manfredo
Timothy N. von der Heyde
Geanette Ruiz Manfredo
Amy Jo von der Heyde

whose address shall be the same as the principal office of the Corporation.

DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

MANFREDO ENTERPRISES, INC., a corporation organized under the laws of the State of Florida, with its principal office located at 112 Essex Ave., #38B, Altamonte Springs, Florida 32701, has named DONNA L. DRAVES whose address is 120 E. Concord Street, Orlando, Florida 32801, as its Registered Agent to accept service of process within this State.

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I further state that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

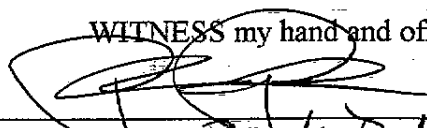
REGISTERED AGENT:


DONNA L. DRAVES

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared Donna L. Draves to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal this 5th day of August, 1998.


PRINT NAME: Pamela Padilla
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires: 12-22-99



PAMELA PADILLA
COMMISSION # CC 520425
EXPIRES DEC 22, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

TYPE OF IDENTIFICATION USED: personally known