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Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A

152 8th AVENUE S.W.

LARGO, FLORIDA 33770-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 727 559-8505
FACSIMILE 585-9184

FILED
98 OCT 19 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 15, 1998

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

700002667047--4
-10/19/98--01092--012
*****35.00 *****35.00

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to :

Rad Mad, Inc.

The above named corporation wishes to:

1. Delete SAMUEL CALKINS as President.
2. Add JOHN RADENBAUGH as President.

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

Sincerely,



Barbara S. Hicks

VS OCT 26 1998

Amend

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RAD MAD, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added, or deleted)*

**ARTICLE V
Incorporators**

Amendment: Delete SAMUEL CALKINS as President.

**ADD: ARTICLE VI
Corporate Officer (s)**

**JOHN RADENBAUGH
President**

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: *N/A*

THIRD: The date of each amendment's adoption: **October 15, 1998**

FOURTH: Adoption of Amendment(s) **(check one)**

_____ The amendments was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

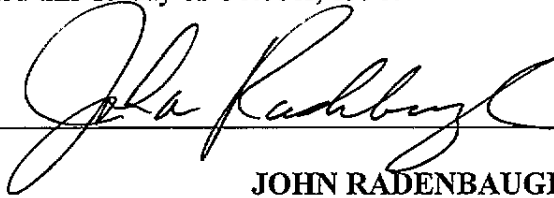
VOTING GROUP

_____ The amendment(s) was/were adopted by the board of directors
without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporators without
shareholder action and shareholder action was not required.

Signed this 15 day of October, 1998.

Signature _____

A handwritten signature in cursive script, appearing to read "John Radenbaugh", written over a horizontal line.

JOHN RADENBAUGH
Incorporator / Director