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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tampa Bay Davenport, Inc.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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- Merger File
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- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
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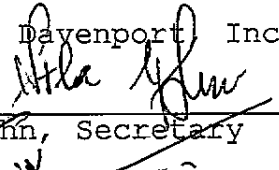
AMENDED ARTICLES OF INCORPORATION
FOR TAMPA BAY DAVENPORT , INC.

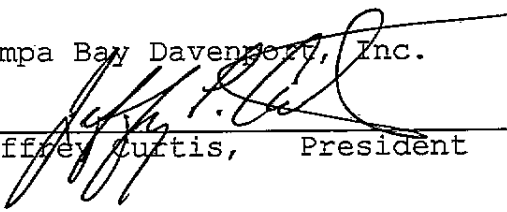
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By action of all the shareholders entitled to vote thereon at a specially called meeting of the shareholders held June 22, 1999 at the offices of John L. Maloney, Corporate Counsel for Tampa Bay Davenport, Inc., (the "Corporation") it was resolved and approved as of June 22, 1999 by a majority of the shareholders entitled to vote thereon to amend the Articles of Incorporation of the Corporation in toto. There is only one classification of stock for the Corporation and a sufficient number of votes for the amendment to the Articles of Incorporation were made by the shareholders.

Prior to this amendment, 100 shares of common stock had been issued to Jeffery Curtis and 100 shares of common stock had been issued to ~~Ali Kinn~~ ^{Khin} comprising one hundred percent of the outstanding shares. Following the amendment, 800 shares of common stock will be issued to Jeffery Curtis and 800 shares of common stock will be issued to ~~Ali Kinn~~ ^{Khin} in exchange for the earlier issued shares of common stock.

The amendment to the Articles of Incorporation cancels the Articles of Incorporation initially filed with the State of Florida and replaces them with the Amended Articles of Incorporation annexed hereto.

Tampa Bay Davenport, Inc.
By 
Ali Khin, Secretary
^{Khin}

Tampa Bay Davenport, Inc.
By: 
Jeffrey Curtis, President

AMENDED ARTICLES OF INCORPORATION

OF

TAMPA BAY DAVENPORT, INC.

ARTICLE I

NAME

The name of the Corporation is TAMPA BAY DAVENPORT, INC. whose business address shall be 10801 75th Street North, Largo, Florida, 33777.

ARTICLE II

DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of the original Articles of Incorporation by the Department of State of Florida.

ARTICLE III

PURPOSES

This Corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock. The 100 shares of stock issued to Jeffrey Curtis and the 100 shares of stock issued to Ali Kihn shall be returned to the Corporation in exchange for 800 shares each to Jeffrey Curtis and Ali Kihn.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of this Corporation is 1005 Gulf Blvd., Suite 401, Indian Rocks Beach, Florida 33785. The name of the registered agent of this Corporation at that address is Ali ^{Khin} ~~Kihn~~.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have two (2) Directors. The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than two (2) nor more than five (5). The names and addresses of the Directors of this Corporation are:

Ali Kihn ^{Khin}	1005 Gulf Blvd. Suite #401 Indian Rocks Beach, Florida 33785
Jeffrey Curtis	8694 Oakdale Road Largo, Florida 33777

ARTICLE VII

RIGHTS OF NAMED DIRECTORS

Each of the Directors named above shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the Directors named in these Amended Articles of Incorporation to the office of Director as long as that Director is

a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the named Directors who is a Shareholder of the Corporation at the time of the Amendment. Each named Director reserves the right to waive acting as a Director for the Corporation, and once waived, this Article shall no longer be effective as to that Director.

ARTICLE VIII

SALE OF CORPORATE ASSETS

The Corporation may not sell, assign, convey or otherwise dispose of a substantial portion of its assets out of the ordinary course of its business unless approval is first given by the Shareholders by a vote of at least two-thirds of the shares entitled to vote thereon approving such sell, assignment, conveyance or other disposition. Any dissenting Shareholder shall have the right to sell his or her shares to the Corporation at the value established by the Bylaws of the Corporation, or, if not therein established, then by the average price of two appraisals given by reputable business appraisers familiar with the business undertaken by the Corporation. If the Corporation does not pay the full price for each dissenting Shareholder's shares of stock in the Corporation prior to disposing a substantial portion of its assets out of the ordinary course of business, then the sale, assignment, conveyance or other disposition may not occur.

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

ARTICLE X
INCORPORATOR(S)

The incorporator of the Corporation is Ali ~~Kihn~~^{Khin} whose address is 1005 Gulf Blvd, Suite 401, Indian Rocks Beach, Florida, 33785.

ARTICLE XI
COMPENSATION FOR OFFICERS

Until rescinded by vote of a majority of the Shareholders, the Board of Directors of the Corporation shall be entitled to fix officers' salaries and other compensation whether or not any one or more officer also serves as Director of the Corporation.

ARTICLE XII
SHAREHOLDER RESCISSION NOTICE

The Corporation shall not sell shares of stock in the Corporation to five or more persons without giving the fifth and each successive purchaser a notice of their right to rescind the purchase within three days after the first tender of consideration for the purchased shares pursuant to Florida Statute §517.061 (11) (a) (5).

ARTICLE XIII

SHAREHOLDER ACTION

The holders of not less than two-thirds of the issued and outstanding shares of the voting stock of the Corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws. The Bylaws to the Corporation may provide that at least two-thirds vote of the Shareholders is required for any specific action.

ARTICLE XIV

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring

on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XV

LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XVI

CUMULATIVE VOTING

At each election for Directors every Shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates. The provisions of this Article are subject to compliance with the provisions of Article VII.

ARTICLE XVII

AMENDMENT BY BOARD OF DIRECTORS

The Board of Directors shall have no authority to alter or amend the Articles of Incorporation unless consent is first given by the Shareholders voting at least two-thirds of the shares entitled to vote thereon approving the amendment.

ARTICLE XIII

AMENDMENT BY SHAREHOLDERS

The Shareholder(s) reserve(s) the right to amend or repeal any provision(s) contained in these Amended Articles of Incorporation, or any further amendment hereto, by vote of at least two-thirds of the shares entitled to vote thereon approving the amendment, and any right conferred by law to the Shareholders is subject to this provision.

ARTICLE XIX

ANNUAL EVALUATION OF STOCK

On or before April 1 of each year, the Corporation, if conducting business in Florida, shall give its Florida stockholders of record as of the preceding December 31 a written notice reflecting the just value of each class of its stock subject to an annual tax under Chapter 199 Florida Statutes.

IN WITNESS WHEREOF, the undersigned executes these Amended Articles of Incorporation this 1st day of July 1999.
By, [Signature] President By, [Signature] Secretary

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Amended Articles of Incorporation were acknowledged before me this 1st day of July, 1999, by ^{Khin} Ali ~~Kinn~~ and Jeffrey Curtis, who are personally known to me or who respectively have produced driver's license # K500-008-29-306 and # C632-435-64-096 as identification and who did/did not take an oath.



Gwendolyn G Howard
My Commission CC607596
Expires December 15, 2000

Gwendolyn G. Howard
Printed Name: Gwendolyn G. Howard
Notary Public
Serial Number, if any:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TAMPA BAY DAVENPORT, INC. which is contained in the foregoing Amended Articles of Incorporation. I am familiar with, and accept the obligations of that position.

Dated this 1st day of July, 1999.

[Signature]
REGISTERED AGENT, Ali Kinn
Khin