

P98000088006

Stephen G. Williams, C.P.A., P.A.

2650 N. E. 52nd Street
Lighthouse Point, Florida 33064-7052
(954) 427-2019

October 16, 2000

Division of Corporations
Attn: Amendment Section
P. O. Box 6327
Tallahassee, Florida 32314

RE: Regal Remnants, Inc.
Special Meeting of Stockholders and Directors
P98000088006

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-11/06/00--01102--003
*****35.00 *****35.00

Enclosed are two copies of the Amendment of Articles of Incorporation signed by the President and Chairman of the Regal Remnants, Inc. to seek the change of the corporation name to Down Rite Regal, Inc. and two copies of the special meeting of the Stockholders and Directors.

Attached is a check in the amount of \$68.75 for the filing fees. Should you have any problem making these changes, please contact me at the above address or phone number.

↓
Returned

Sincerely,

Step 1 Williams
Stephen G. Williams

RECEIVED

00 OCT 27 PM 12:17

DIVISION OF CORPORATIONS

W-25958

*Amend
& N(C)*

00 NOV -6 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

S. PAYNE NOV 6 2000

**CERTIFICATE
OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
REGAL REMNANTS, INC.
TO
DOWN RITE REGAL, INC.**

FILED

00 NOV -6 PM 1:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, the Articles of Incorporation were filed with the Secretary of State, State of Florida, Charter No. P98000088006.

WHEREAS, said Articles provide that the Articles may be amended as provided by law: and

WHEREAS, on October 16, 2000, at a duly noticed meeting of the Board of Directors and Stockholders of this Corporation, the following Amendment was unanimously approved and adopted by the Board of Directors and all Stockholders of the corporation.

NOW, THEREFORE, the Articles of Incorporation are amended, as follows.

1. Article I of the Articles of Incorporation is amended to read as follows:

ARTICLE I - Name

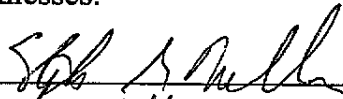
The name of the corporation is Down Rite Regal, Inc.

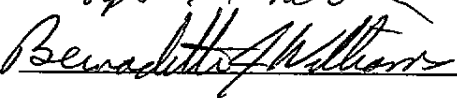
IN WITNESS WHEREOF, the undersigned Stockholders representing 100% of the outstanding stock and Directors of this corporation have executed this Certificate of Amendment to Articles of Incorporation this 16th day of October, 2000.

*** Minutes attached as Exhibit A to reflect changes in officers/directors:

Witnesses:

DOWN RITE REGAL, INC.



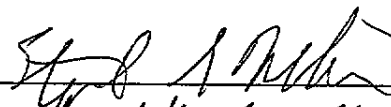


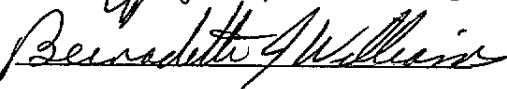
Beverly G. Williams

By:

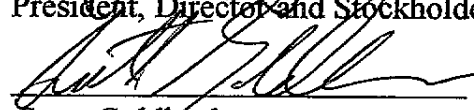


Jody Kogan
President, Director and Stockholder





Beverly G. Williams



Scott Goldbach
Secretary/Treasurer, Director and
Stockholder

CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Secretary of State
State of Florida
Division of Corporations
Department of State
Tallahassee, Florida 32304

I, SCOTT GOLDBACH, do hereby consent to serve as Registered Agent for the Corporation, Down Rite Regal, Inc.

This 14th day of October, 2000

A handwritten signature in black ink, appearing to read 'Scott Goldbach', written over a horizontal line.

Scott Goldbach

Address of Registered Agent:

Scott Goldbach
833 NW 99th Avenue
Plantation, FL 33324

Exhibit A

**MINUTES OF THE
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
REGAL REMNANTS, INC.**

Pursuant to notice (a copy of which is attached as Exhibit A), a special meeting of the Board of Directors and Shareholders of the above corporation was held on October 14, 2000 at 7:00p.m. at 2650 NE 52nd Street, Lighthouse Point, Florida. The purpose of the meeting is to change the Name of the Corporation, Elect new Directors, Elect new Officers, and name new registered agent.

1. Quorum. A quorum was declared present based on the presence of all Shareholders and Directors.

The following corporate actions were taken by appropriate motions duly made, seconded, and adopted by the unanimous vote of the Shareholders and Directors entitled to vote.

2. Election of Chairperson and Secretary. Scott Goldbach was appointed chairperson of the meeting, and Scott Goldbach was appointed as secretary to prepare a record of the proceedings.

3. Election of Directors. The following persons were elected as directors for the terms provided in the bylaws:

Name: Scott Goldbach and Jody Kogan

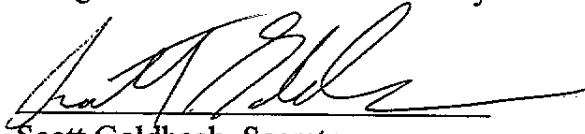
4. Election of Officers. The following officers were elected:

Name: Jody Kogan - President

Name: Scott Goldbach - Secretary/Treasurer

5. Amendment of Articles of Incorporation. Article I - Name was amended to "The Name of the Corporation is Down Rite Regal, Inc."

6. Appointment of Registered Agent. Scott Goldbach of 833 NW 99th Avenue, Plantation, Florida 33324 was appointed registered agent at which time he formally accepted.



Scott Goldbach, Secretary
Down Rite Regal, Inc.