

P99000066751
G. Stephen Manning, P.A.

9471 BAYMEADOWS ROAD, SUITE 104
JACKSONVILLE, FLORIDA 32256

STEVE MANNING
MEMBER FL AND KY BARS

PLEASE REPLY TO:
POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

TELEPHONE
(904) 739-8223

TELECOPIER
(904) 739-9378

MOBILE
(904) 463-2205

February 7, 2000

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*****35.00 *****35.00

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

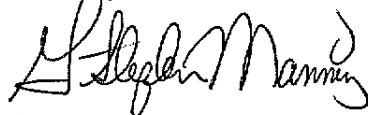
**RE: Articles of Amendment of Peerless Stock Island, Inc./
Change of Name to Peerless Miami Avenue, Inc.**

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Amendment for Peerless Stock Island, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Please call me should any additional information be required or should you have any questions concerning these documents.

Sincerely,



G. Stephen Manning

GSM/mlo

FILED
00 FEB -8 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AC

T. LEWIS FEB 16 2000

ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
FOR PEERLESS STOCK ISLAND, INC.

Pursuant to Florida Statutes Section 607.1006, the undersigned officers of Peerless Stock Island, Inc. (the "Corporation") described herein hereby submits the following amendment to the Corporation's Articles of Incorporation to the Florida Department of State.

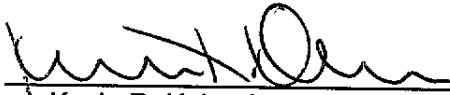
1. The date of incorporation of the Corporation is July 19, 1999.
2. The name of the corporation before amendment was Peerless Stock Island, Inc.
3. The name of the Corporation after amendment will be Peerless Miami Avenue, Inc.
4. The text of this amendment as adopted is as follows:

The name of this Corporation is Peerless Miami Avenue, Inc.
5. The date of adoption of this amendment is February 4, 2000.
6. This amendment was adopted by the Board of Directors. This amendment was adopted by the incorporator before the issuance of shares. Shareholder action was not required.
7. This amendment will be effective upon filing.
8. The manner of the adoption of the Article of Amendment and the vote by which it was adopted constitute full legal compliance with the provisions of applicable law, the Corporation's Articles of Incorporation and the corporation's Bylaws.

FILED
00 FEB - 8 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby verify subject to the penalties of perjury that the statements contained are true this 4th day of February, 2000.

PEERLESS STOCK ISLAND, INC.

By: 
Kevin R. Kohn, Its President


Attest:


G. Stephen Manning
Corporate Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 4th day of February, 2000 by Kevin R. Kohn and G. Stephen Manning, President and Secretary/Incorporator respectively, of Peerless Stock Island, Inc., a Florida corporation, on behalf of the corporation.


Notary Public, State of Florida at Large

 Michelle O'Rourke
My Commission CC780105
Expires October 4, 2002

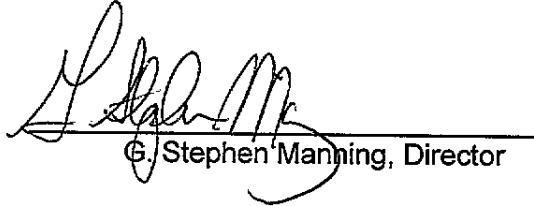
My Commission Expires: 10-04-02

Director's Consent

The following persons, being the Directors of Peerless Stock Island, Inc., do hereby consent and agree to these Amended Articles of Incorporation and the corporate name change set forth herein.

A handwritten signature in black ink, appearing to read 'Kevin R. Kohn', written over a horizontal line.

Kevin R. Kohn, Director

A handwritten signature in black ink, appearing to read 'G. Stephen Manning', written over a horizontal line.

G. Stephen Manning, Director