

P99000097952

300003428013--8
-10/17/00-01082--002
*****43.75 *****43.75

MEMO

October 16, 2000

TO: State of Florida, Department of Corporations

From: Kyoung W. Starr

This is to inform you that we would like to change our name from Cellular Accessories Enterprise, Inc to Cellbest, Inc.

We have confirmed that this name is available, however upon receipt of this packet that name has been selected please contact me at (321)223-4788(cell) or at (321)783-1434.

Thank you for your cooperation with this change.

*Cellular Accessories
750 B Mullet Drive
Cape Canaveral, Fla. 32920*

FILED
00 OCT 17 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
[Signature]

T BROWN OCT 25 2000

T. LEWIS OCT 24 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
00 OCT 17 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cellular Accessories Enterprise, Inc.

(present name)

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

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

1. Change name to CELLBEST, INC.

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: _____ 10/16/2000 _____


FOURTH: Adoption of Amendment(s) (CHECK ONE)

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

Signed this 16th day of October, 2000.

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kyoung W. Starr

Typed or printed name

President/Director

Title

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

Signed this 16th day of October, 2000.

Signature 
 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Kyoung W. Starr
 Typed or printed name

President/Director
 Title