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KURT F. LEWIS, P.A.

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August 1, 2001

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: STAR MINI-MART, INC

Ladies:

Enclosed please find two executed copies of Amendment to Articles of Incorporation changing the name of the above corporation to HEAVEN ENTERPRISES, INC. We would appreciate you filing the same and advising us when it has been filed.

Also enclosed is our check in the amount of \$35.00 to cover the change.

Thank you in advance for your cooperation in this matter.

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-08/03/01--01045--009
*****35.00 *****35.00

Sincerely,


Kurt F Lewis

mt

Enclosures

NC
8-9-01
BHS

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION

SPECIAL MEETING OF STOCKHOLDERS AND

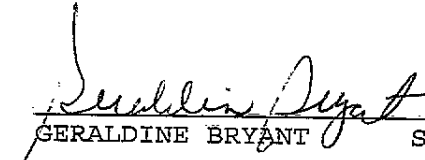
DIRECTORS OF

STAR MINI-MART, INC

PURSUANT to the Articles of Incorporation and Bylaws, a special meeting was called of STAR MINI-MART, INC. All Stockholders and Directors being present, motion was made, seconded and unanimously carried that resolved the name of the corporation known as STAR MINI-MART, INC shall be changed to HEAVEN ENTERPRISES, INC.

ADOPTED by the Board of Directors and stockholders this July 20, 2001.

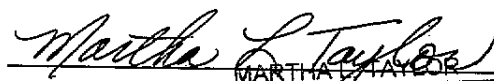

GERALDINE BRYANT President

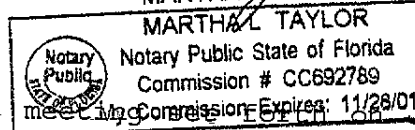

GERALDINE BRYANT Secretary

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was sworn to and subscribed before me this July 20, 2001 by GERALDINE BRYANT as President and Secretary of HEAVEN ENTERPRISES, INC fka STAR MINI-MART, INC who is personally known to me.

NOTARY PUBLIC


MARTHA L. TAYLOR



I HEREBY WAIVE NOTICE of the special meeting of the Board of Directors of July 20, 2001, to discuss the change of the corporate name.


GERALDINE BRYANT