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GAY AND GORDON ATTORNEYS, P.A.

699 - 1ST AVENUE NORTH P.O. BOX 265

St. Petersburg, Florida 33731

TELEPHONE (813) 896-8111 FAX (813) 822-2234

October 21, 1998

900002557445955⁻⁸ *****35.00 ******35.00

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: ADMOTION, INC. - name change of corporation

Gentlemen:

WILLIAM W. GAY (1919 - 1993)

SEYMOUR A. GORDON

RENEE H. GORDON

I am enclosing the original Articles of Amendment to Articles of Incorporation of Admotion, Inc.

The purpose of this amendment is to change the name of corporation to the following:

APACHE HOLDING, INC.

A \$35.00 check is enclosed to cover the filing fee for the amendment.

Thank you for your assistance.

Sincerely yours,

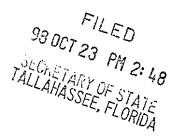
Seymour A. Gordon

SAG/sa Enclosures

N/c

VS OCT 28 1998

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF ADMOTION, INC.



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: "ARTICLE I. NAME" of the Articles of Incorporation is hereby amended and adopted to read:

ARTICLE I. NAME

The name of the corporation shall be:

APACHE HOLDING, INC.

SECOND: The date of the above amendment's adoption:
May 1, 1998

THIRD: The amendment was approved and adopted by all of the shareholders. The number of votes cast for the adoption of the amendment was, therefore, sufficient for approval.

Signed this 1st day of May, 1998.

APACHE HOLDING, INC., formerly ADMOTION, INC., a Florida corporation

TERRY P. LOEBEL President