

S 78179

WALTER L. SCHAFER, JR., P.A.
Attorney and Counselor at Law
2430 Estancia Boulevard
Suite 108
Clearwater, Florida 33761-2607
Telephone (727) 725-9688
Telecopier (727) 725-9607

FILED
OCT 10 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WALTER L. SCHAFER, JR.
Masters of Law in Taxation
Board Certified Tax Attorney

Wills, Estates & Trusts
Business & Corporate Law
Real Estate Law
Taxation

October 9, 2000

Charter Section
Division of Corporations
Department of State
State of Florida
409 E. Gaines Street
Tallahassee, Florida 32399

800003420648--4
-10/10/00--01079--002
****290.00 ****87.50

Re: Articles of Amendment to Articles of Incorporation for Jim Nobles Realty, Inc.;
Articles of Incorporation for Jim Nobles & Associates, Inc.;
Application for Registration of Fictitious Name for Jim Nobles Realty

Gentlemen:

Enclosed are two (2) originals of the Articles of Amendment to Articles of Incorporation for Jim Nobles Realty, Inc.; two (2) originals of the Articles of Incorporation for Jim Nobles & Associates, Inc.; and an Application for Registration of Fictitious Name for Jim Nobles Realty, together with my client's check #1369, in the amount of \$290.00, representing the following:

Filing Fee for Articles of Amendment	\$35.00
Certified Copy of Articles of Amendment	52.50
Filing Fee for Articles of Incorporation	35.00
Registered Agent Fee for Articles of Incorporation	35.00
Certified Copy for Articles of Incorporation	52.50
Filing Fee for Application for Fictitious Name	50.00
Certified Copy of Application for Fictitious Name	30.00
Total	\$290.00

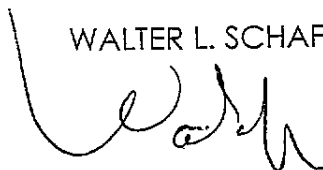
nc
T. LEWIS OCT 13 2000

Charter Section
October 9, 2000
Page Two

Please return one of each of the original documents confirming the date same was received and filed with your office. Also, please note that we are requesting an effective date of October 9, 2000. If you have any questions, please call.

Very truly yours,

WALTER L. SCHAFER, JR., P.A.

A handwritten signature in black ink, appearing to read 'Walter L. Schafer, Jr.', written in a cursive style.

Walter L. Schafer, Jr.

WLS:mhh

Enclosures

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JIM NOBLES REALTY, INC.

FILED
OCT 10 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Florida Corporation Business Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the corporation is: JIM NOBLES REALTY, INC.
2. Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I

The name of this corporation is NORTHCUTT, INC."

3. The foregoing Amendment has been adopted by written consent of all of the Shareholders and the sole Director of the corporation, pursuant to Section 607.0704, Florida Statutes, on the 9th day of October, 2000.

4. The effective date of such Consent of this Amendment is the 9th day of October, 2000. A copy of such Written Consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation this 9th day of October, 2000.

JIM NOBLES REALTY, INC.

By: James M. Nobles
JAMES M. NOBLES, Its President

ATTEST:

James M. Nobles
JAMES M. NOBLES, Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was sworn to and subscribed before me this 9th day of October, 2000, by JAMES M. NOBLES, as President and as Secretary, of JIM NOBLES REALTY, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced a current Florida driver's license as identification.

Walter L. Schafer, Jr.
NOTARY PUBLIC - STATE OF FLORIDA
My Commission Expires:



Walter L. Schafer, Jr.
MY COMMISSION # CC759287 EXPIRES
October 5, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

WALTER L. SCHAFER, JR.
Typed or Printed Name of Notary
My Commission Expires:
My Commission Number:

WRITTEN ACTION IN LIEU OF SPECIAL MEETING
OF SHAREHOLDERS AND BOARD OF DIRECTORS OF
JIM NOBLES REALTY, INC.

The undersigned, constituting all of the Shareholders and the sole member of the Board of Directors of JIM NOBLES REALTY, INC., acting without meeting pursuant to the Florida Corporation Business Act, hereby consent to and unanimously adopt the following actions, preambles and resolutions:


1. RESOLVED, that this Written Action shall be in lieu of a special meeting of the Shareholders and the Board of Directors of JIM NOBLES REALTY, INC.
2. RESOLVED, that ARTICLE I of the Articles of Incorporation be amended so as to change the name of the Corporation to NORTHCUTT, INC.; and,

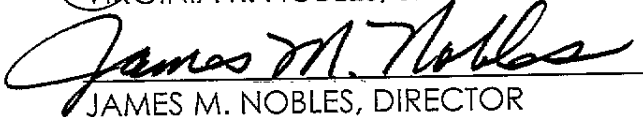
FURTHER RESOLVED, that the proper officers of the Corporation be and they are hereby authorized, empowered and directed to execute and timely file the foregoing ARTICLES OF AMENDMENT.

We, the undersigned, being all of the Shareholders and the sole Director of JIM NOBLES REALTY, INC., do hereby ratify, approve, consent to and confirm all of the above preambles, resolutions and actions.

DATED the 9th day of October, 2000


JAMES M. NOBLES, SHAREHOLDER


VIRGINIA R. NOBLES, SHAREHOLDER


JAMES M. NOBLES, DIRECTOR