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LAW OFFICES
OF
MEYER & WATTS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

LARRY K. MEYER, P.A.*
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*FLORIDA BAR BOARD CERTIFIED
IN ESTATE PLANNING AND
PROBATE LAW

SEPTEMBER 26, 1997

DAUHILL PROFESSIONAL CENTER
611 DRUID ROAD EAST, SUITE 107
P.O. BOX 10213
CLEARWATER, FLORIDA 34617
(813) 461-3232
TELECOPIER (813) 441-8048

Secretary of State
DIVISION OF CORPORATIONS
P.O. Box 6327
Tallahassee, FL 32314

600002306756--8
-09/29/97--01170--008
*****157.50 *****35.00

RE: HOMEFRONT REALTY, INC./THE TIM LION, INC.

Dear Sir or Madam:

Enclosed you will find an Amendment For a Name Change which we would request that you first file. Secondly, we would ask that you incorporate the new corporation with the Homefront Realty, Inc. name that was just freed up.

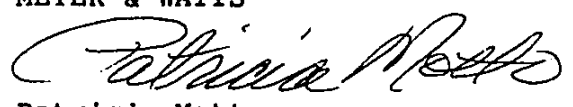
We have enclosed our check in the amount of \$157.50 which represents the \$122.50 for the new filing and the \$35.00 for the name change.

If you need anything further, please do not hesitate contacting this office at your earliest convenience.

Thank you.

Sincerely yours,

MEYER & WATTS



Patricia Motto
Legal Assistant
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 29 PM 1:27

(Ok per AGT)
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9/30

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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AMENDMENT TO ARTICLES OF INCORPORATION

OF

HOMEFRONT REALTY, INC.

F/K/A HOMEFRONT REALTY, INC.

We, DOROTHY L. SANDERS, as President, and DOROTHY L. SANDERS as Secretary, respectively, of HOMEFRONT REALTY, INC., a corporation organized and existing under the laws of the State of Florida, do hereby certify that by resolution adopted and signed by the Stockholders and all Directors of said corporation at a joint special meeting of the Stockholders and Directors of said corporation at the offices of the corporation at HOMEFRONT REALTY, INC., on the 26th, day of September, 1997, said Stockholders and Directors unanimously voted to amend the Articles of Incorporation as follows:

ARTICLE I. - NAME

The name of the corporation shall be changed from HOMEFRONT REALTY, INC. to THE TIN LION, INC.

Dated at Clearwater, Florida, this 26th day of September, 1997.

By: Dorothy L. Sanders
DOROTHY L. SANDERS, President

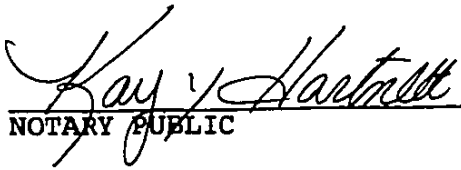
Dorothy L. Sanders
DOROTHY L. SANDERS, Secretary

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DOROTHY L. SANDERS, as President and DOROTHY L. SANDERS, as Secretary, respectively of HOMEFRONT REALTY, INC., a Florida corporation, known to me and known by me to be the persons who executed the foregoing Amendment, and they severally acknowledged the execution thereof to be their free act and deed as such officers, for the uses and purposes therein mentioned; and that they affixed thereto the official seal of said corporation, and the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal this 26 day of September, 1997.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

