

P98000052212

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

June 11, 1999

Re: P. A. C., Inc.

200002918592--1
-06/29/99--01002--020
*****35.00 *****35.00

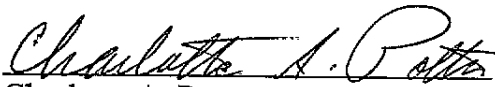
Ladies/Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of P. A. C., Inc. together with one copy of same and my check in the amount of \$35.00. Please file the Amendment.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,


Charlotte A. Potter
127 W. Volusia Lane
Cocoa Beach, Florida 32931
home (407) 784-0014

FILED
99 JUN 28 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
19 6-29-99

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
P. A. C., INC.**

FILED
99 JUN 28 PM 2: 52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

Article VII shall be amended to reflect that the registered office is now 7090 N. Atlantic Ave., Cocoa Beach, Florida 32931 and the new registered agent is Sue E. Reed;

Article VIII shall be amended to delete Charlotte A. Potter and replace her with Sue E. Reed of 150 West Volusia Lane, Cocoa Beach, Florida 32931;

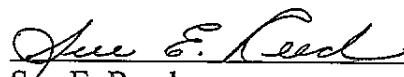
Article IX shall be amended to reflect 7090 N. Atlantic Ave., Cape Canaveral, Florida, 32920 as the new principal office;

Article XVI shall be amended to correct an error in the initial filing of the incorporation papers. Under Article IV it states that one hundred shares shall be issued initially and nine hundred shall be held outstanding and then in Article XVI it states that five hundred shares were issued to Charlotte A. Potter, however only one hundred were actually issued. Article XVI where it states five hundred (500) shares should be changed to reflect one hundred shares. Furthermore, the one hundred shares were transferred to Sue E. Reed on June 11, 1999.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this amendment, I hereby accept the appointment as registered agent and agree to act in the capacity. I further agree to comply

with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 6/11/99


Sue E. Reed
150 W. Volusia Lane
Cocoa Beach, FL 32931

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:

I, Charlotte A. Potter, have hereby transferred my one hundred shares of common stock to Sue E. Reed on June 11, 1999, by special meeting of the shareholders (of which I am the sole shareholder).

THIRD: The date of each amendment's adoption: June 11, 1999.

FOURTH: Adoption of Amendments (check one)

The amendments were approved by the shareholders. The number of votes cast for the amendments was sufficient for approval.

The amendments 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 amendments:

N/A

"The number of votes cast for the amendments were sufficient for approval by N/A.

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

_____ The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11th day of June, 1999.

Signature Charlotte A. Potter
(By Charlotte A. Potter, President and Secretary if adopted by the shareholder)