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December 4, 1998

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Majestic West, Inc.

200002705162--0
-12/07/98-01152-014
*****70.00 *****70.00

Dear Sirs:

Enclosed please find the original and copy of the Articles of Amendment for the above referenced corporation.

Sincerely,

Linda A. Lawson
Linda A. Lawson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 DEC -4 PM 2:17

FILED

Amend

TLL DEC 4 0 1998

**ARTICLES OF AMENDMENT
OF MAJESTIC WEST, INC.**

Pursuant to Section 607.1005, Florida Statutes, and no shares of the corporation having been issued, the initial Board of Directors named in the Articles of Incorporation adopted the following amendment to the Articles of Incorporation at a duly held meeting on November 30, 1998:

[Words underlined are added; words ~~struck through~~ are deleted]

FILED
98 DEC -4 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

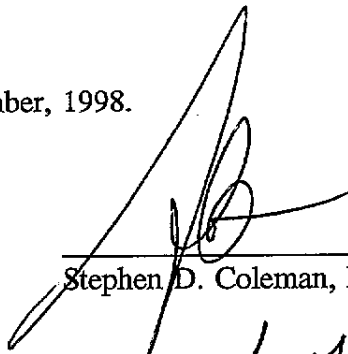
ARTICLE IV. CAPITAL STOCK

~~The corporation is authorized to issue One Thousand (1000) shares, all of one class, at \$1.00 par value.~~

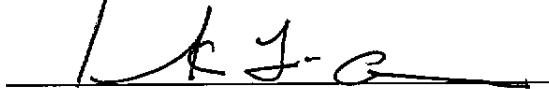
The corporation shall have one class of shares and the number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common voting stock at \$1.00 par value and one thousand (1,000) shares of common non-voting stock at \$1.00 par value for a total aggregate number of shares authorized to be issued of two thousand (2,000).

The common voting stock shall have unlimited voting rights and shall be entitled to receive the net assets of the corporation upon dissolution. The common non-voting stock shall have no voting rights and shall be entitled to receive the net assets of the corporation upon dissolution.

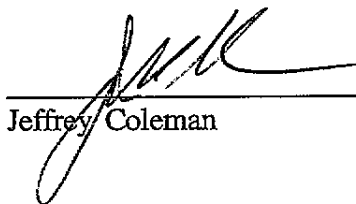
DATED this 30 day of November, 1998.



Stephen D. Coleman, Director



Mark L. Coleman



Jeffrey Coleman