

480690

LAW OFFICES
SIMON & SIMON, P.A.

SEYMOUR J. SIMON (1943-1984)
GARY P. SIMON
CERTIFIED IN WILLS, TRUSTS AND ESTATE PLANNING
CONCENTRATING IN CORPORATE, BUSINESS, and REAL PROPERTY

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JOY B. SPILL

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April 1, 1998

E-mail SimonSimon@compuserve.com

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

RE: Certificate of First Amendment to Articles of Incorporation of R & M Electronics, Inc.

Dear Sirs:

Enclosed please find the following:

1. Original and one extra copy of First Amendment to Articles of Incorporation of R&M Electronics Inc in order to effect a name change and address change.

2. Check in the amount of \$35.00 which represents the fee for filing an Amendment to Articles of Incorporation of the above referenced corporation.

3. Self addressed stamped envelope.

100002478171-7
-04/03/98--01061-017
*****35.00 *****35.00

Please stamp the enclosed copy with the date of filing and return to this office in the enclosed envelope. Thank you.

Very truly yours,
SIMON & SIMON, P.A.

Joy B. Spill
Joy B. Spill, Esquire

JBS/vm
Encls.
Cc: R & M Electronics
Attn Marc Osherooff, Pres.
J:\WORK\CLIENTS\OSHEROFFR&M\Amend.ltr.wpd

Amend + W.C.
04-07-98
CC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 AM 10:51

CERTIFICATE OF FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
R & M ELECTRONICS, INC.,
a Florida corporation

The undersigned, being the President and Secretary of R & M ELECTRONICS, INC., a Florida corporation, hereby certify that:

1. The name of the Corporation shall be changed from R & M ELECTRONICS, INC. to the following:

R & M LOGISTICS CORP.

2. The Corporate address shall be changed as follows:

16400 NW 2nd Avenue #202, No. Miami, Florida 33169

3. The above amendments to the Articles of Incorporation which change the name and address of the Corporation were authorized by unanimous vote of the Directors and Shareholders present at a meeting of Directors and Shareholders of the Corporation on JANUARY 29th, 1998.

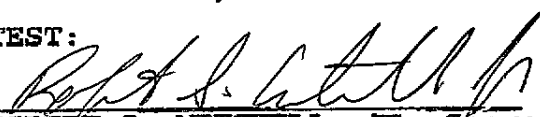
4. In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, this Certificate of First Amendment has been executed this 31st day of January, 1998.



MARC A. OSHEROFF, President

ATTEST:



ROBERT S. MITCHELL, JR., Secretary

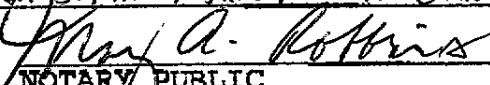
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 31st day of JANUARY, 1998 by Robert S. Mitchell Jr. & Marc A. Osheroff on behalf of R & M ELECTRONICS, INC.

My commission expires:

J:\WORK\CLIENTS\OSHEROFF\R&M-AMEND.wpd



NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

Marc A. Osheroff & Robert S. Mitchell

OFFICIAL NOTARY SEAL
MARY A. ROBBINS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC358624
MY COMMISSION EXP. MAR. 8, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 AM 10:51