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LAW OFFICES
FROMBERG, FROMBERG, LEWIS & BRECKER, P.A.
A PROFESSIONAL ASSOCIATION
AVENTURA CORPORATE CENTER, SUITE 505
20801 BISCAYNE BOULEVARD
AVENTURA, FLORIDA 33180-1422

GARY H. KORNIK*

*ALSO ADMITTED IN PENNSYLVANIA AND NEW JERSEY

TELEPHONE: (305) 933-2000

TELEFAX: (305) 936-0101

September 8, 1997

Jeffrey D. Rubinstein, Esq.
Gallwey, Gillman, Curtis, Vento & Horn
200 Southeast 1st Street, Suite 1100
Miami, Florida 33131

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-11/17/97--01149--001
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation of
Rubinstein, Kornik, Bloom & Minsker, P.A.

Dear Jeffrey:

Enclosed please find Certificate of Third Amendment of
Articles of Incorporation of Rubinstein, Kornik, Bloom & Minsker
P.A. together with a check made payable to the Secretary of
State, in the amount of \$35.00 representing the filing fee.

Upon your receipt, please date and sign your name where
indicated and forward the Certificate of Third Amendment together
with a copy same directly to the Secretary of State for filing on
an expedited basis.

Should you have any questions, please call me.

Sincerely,

FROMBERG, FROMBERG, LEWIS & BRECKER
A Professional Association


GARY H. KORNIK, ESQUIRE

GHK/go
Enclosures

FILED
97 NOV 17 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

N/C
VS NOV 24 1997

CERTIFICATE OF THIRD AMENDMENT OF
ARTICLES OF INCORPORATION OF
RUBINSTEIN, KORNIK, BLOOM & MINSKER
A Professional Association
(Under Florida Statutes §607.1003, §607.1006)

FILED
97 NOV 17 PM 12:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Jeffrey D. Rubinstein, President, hereby certifies:

1. The name of the Corporation is RUBINSTEIN, KORNIK, BLOOM & MINSKER, A Professional Association.

2. The Articles of Incorporation were filed with the Department of State on March 1, 1978.

3. The First Amendment of Articles of Incorporation were filed with the Department of State on December 12, 1979.

4. The Second Amendment of Articles of Incorporation were filed with the Department of State on June 28, 1996.

5. The Articles of Incorporation are hereby amended to change the name of the Corporation as set forth in Article I of the Articles of Incorporation as amended by the First Amendment of Articles of Incorporation filed on December 12, 1979 and further amended by the Second Amendment of Articles of Incorporation filed on June 28, 1996, to now read:

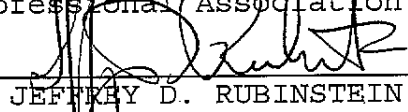
ARTICLE I - NAME

The name of this Corporation is: RUBINSTEIN AND KORNIK, a Professional Association.

6. The above Third Amendment to the Articles of Incorporation was authorized by an unanimous vote of the directors and shareholders holding all of the outstanding shares entitled to vote thereon at a meeting of the shareholders and directors on the 11th day of September, 1997.

I have signed this Certificate on the 11th day of September, 1997.

RUBINSTEIN, KORNIK, BLOOM & MINSKER
a Professional Association

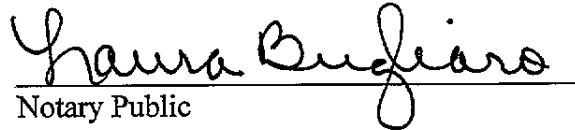
By:  as Pres.
JEFFREY D. RUBINSTEIN, President

(CORPORATE SEAL)

STATE OF FLORIDA:

COUNTY OF DADE:

Before me the undersigned authority personally appeared Jeff D. Rubinstein who, being duly sworn upon oath, deposes and states that the executed and foregoing Certificate of Third Amendment of Articles of Incorporation of RUBINSTEIN, KORNIK, BLOOM & MINSKER, A Professional Association, in the capacity and for the purposes therein expressed this 11th day of September, 1997.



Notary Public

STATE OF FLORIDA

My Commission Expires:



LAURA BUGLIARO
My Commission CC551663
Expires Apr. 30, 2000