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SHAFFER & SHAFFER

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June 24, 1997

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

Re: Articles of Amendment of
Habitat Marketing Corp.

600002223656--0
-06/26/97--01042--007
*****35.00 *****35.00

Dear Reader:

Please file the enclosed Articles of Amendment to Articles of Incorporation of Habitat Marketing Corp. A check for the filling fee in the amount of \$35.00 is enclosed, along with a self-addressed stamped envelope for the return of a copy of your receipt.

Thank you and call with any questions.

Sincerely,

ROGER SHAFFER

Roger L. Shaffer
For the Firm

RLS/ms

Enclosures

N.C./Amend.

FILED
97 JUN 26 PM 1:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WFW 7-1-97

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
HABITAT MARKETING CORP.**

We, the undersigned, HENRY FOLKERSEN, President and R. EYVONNE FOLKERSEN, Secretary of HABITAT MARKETING CORP., a Florida corporation, do hereby certify that in compliance with Chapter 607.1006, Florida Statutes, the Board of Directors of said corporation have heretofore resolved that the Articles of Incorporation shall be amended as hereinafter set forth, and that such Amendment was unanimously ratified and approved by the Stockholders and Directors of HABITAT MARKETING CORP., at a duly scheduled meeting called for that express purpose held on the 24 day of June, 1997 at ^{2:55}~~9:00~~ P.m. The following Amendment to the Articles of Incorporation was adopted:

RESOLVED, that Article I of the Articles of Incorporation of FOX GROUP, INC., a Florida corporation, previously amended on May 6, 1981 to change the name of FOX GROUP, INC. to HABITAT MARKETING CORP., a Florida corporation, be further amended to change the name of HABITAT MARKETING CORP. to HOF, INC., a Florida corporation.

IN WITNESS WHEREOF, we have hereunto set hands and seals, this 24 day of June, 1997.

Rogan H. Jr.
Witness
Rogan H. Jr.
Witness

HABITAT MARKETING CORP.
By: Henry Folsersen
HENRY FOLKERSEN, President

Attested by:

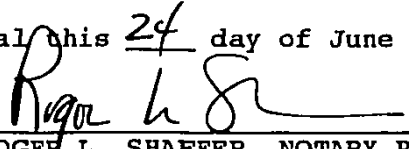
R. Eyvonne Folsersen
R. EYVONNE FOLKERSEN, Secretary

FILED
97 JUN 26 PM 1:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me personally appeared HENRY FOLKERSEN and R. EYVONNE FOLKERSEN, to me well known, and known to me to be the individuals described in and who executed the foregoing instrument as president and secretary, respectively of said corporation and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal this 24 day of June 1997.



ROGER L. SHAFFER, NOTARY PUBLIC

My Commission expires: