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RICHARD H. MARGOLIN +
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NEW YORK OFFICES

52 Elm Street
Huntington, NY 11743

SEP - 8 AM 11:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 4, 1998

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

Re: Carousel Development, Inc.
Maintained with our file Carousel Congress, Inc.
Our File No.: L-973242

800002633928--5
-09/08/98--01085--005
*****35.00 *****35.00

Dear Sir/Madam:

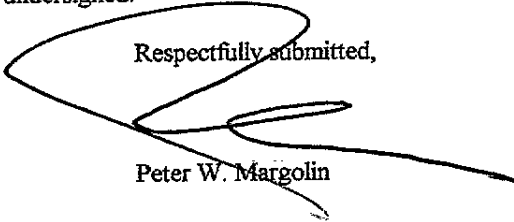
Enclosed are:

1. Original Articles of Amendment to Articles of Incorporation of Carousel Development, Inc.
2. Carousel Development, Inc. check #5149 in the amount of \$35.00.
3. Stamped self-addressed envelope.
4. Duplicate copies of this transmittal letter, and of the Articles of Amendment to Articles of Incorporation of Carousel Development, Inc.

Please process the documents as appropriate. Please time stamp the additional copies of the Articles of Amendment and of this letter and return them in the stamped, self-addressed envelope enclosed herewith.

The original filed Articles of Amendment together with the Certificate from the State of Florida (but not certified copies) should be forwarded to this office in our capacity as counsel for Carousel Development, Inc.

Should you have any questions, please contact the undersigned.

Respectfully submitted,

Peter W. Margolin

PWM:nd
cc: Joseph Carosella
Carousel Development, Inc.
Park Ten Business Park
1450 SW 10th Street, Suite 8
Delray Beach, FL 33444-1264

secretarystate-ltr

NC
DPS
9/16

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CAROUSEL DEVELOPMENT, INC.

(present name)

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article I setting forth the name of the corporation is being amended.
The name of the corporation shall hereinafter be known as:

CAROUSEL DEVELOPMENT & RESTORATION, INC.

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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:

Not Applicable

THIRD: The date of each amendment's adoption: 08/20/98

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/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 amendment(s):

“The number of votes cast for the amendment(s) was/were sufficient for approval by _____”
voting group

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20th of August, 1998.

Signature Joseph Carosella
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Joseph Carosella, President and one of the Board of Directors

OR

(By director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSEPH CAROSELLA

Typed or printed name

PRESIDENT/SHAREHOLDER AND ONE OF THE BOARD OF DIRECTORS

Title