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April 16, 1997.

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Division of Corporation
Document Filing Section

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-04/21/97--01094--004
*****87.50 *****87.50

Re: Amendment to Articles of Incorporation of
Neuhaus/Griffin, Inc.

Dear Sir/ Madam:

I am enclosing with this letter the following documents relating to
Neuhaus/Griffin, Inc.

1. The Amendment to Articles of Incorporation of Neuhaus/Griffin, Inc.
2. This firm's check in the amount of \$87.50 to cover the following items:
Amendment to articles of Incorporation and one certified copy of Amendment to
Articles of Incorporation.
3. A copy of the executed Amendment to Articles of Incorporation to be
certified and returned.

Thank you for your assistance in this matter.

Sincerely,


Armando Payas

AP/ab
Encl.

FILED
97 APR 21 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/25
Amend
+ NC

FILED
97 APR 21 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEUHAUS/TYRRELL, INC.

The undersigned President of Neuhaus/Griffin, Inc., a Florida Corporation (the "Corporation"), for and on behalf of the Corporation does hereby execute these Articles of Amendment to the Articles of Incorporation of the Corporation. Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: NEUHAUS/TYRRELL, INC.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

- A. The number of directors of the corporation shall be one (1).
- B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.
- C. The name and address of the members of the Board of Directors, who shall hold office until their successors are duly elected and qualified, is:

Rita N. Tyrrell
488 Julian Lane
Maitland, Florida 32751

ARTICLE IX: EFFECTIVE DATE OF ARTICLES OF AMENDMENT

The effective date of these Articles of Amendment shall be upon the filing hereof with the Florida Department of State.

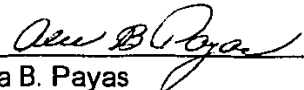
The above stated amendments were approved by unanimous consent of all shareholders entitled to vote, on April 14, 1997.

IN WITNESS WHEREOF, the undersigned President, of the corporation, have hereunto set his hand this 14th day of April, 1997.


Rita N. Tyrrell

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 14th day of April, 1997, by RITA N. TYRRELL, President of NEUHAUS/GRIFFIN, INC., a Florida Corporation on behalf of the corporation, who is personally known to me and who did not take an oath.


Alba B. Payas
Notary Public
My Commission expires
April 17, 2201

