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PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

December 17, 1997

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Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

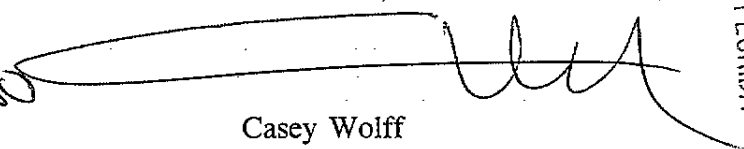
Re: Amendment to the Regulations of Brodie and Stone, LC

Ladies/Gentlemen:

Please file the enclosed Amendment and return a docketed copy to this office. Attached is a check for \$52.50 representing the appropriate filing fee. Thank you and best wishes for the upcoming holiday season.

Very truly yours,

PAULICH, SLACK & WOLFF, P.A.

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Casey Wolff

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CASEY WOLFF
Admitted in Florida and Pennsylvania

AMENDMENT TO REGULATIONS OF BRODIE AND STONE, LC,

Brodie and Stone, LC, a Florida limited liability company, organized on January 17, 1997, hereby amends its Regulations as follows:

1. ~~The mailing address and principal office of the Limited Liability Company is changed to:~~

~~_____

_____~~


2. The following member is hereby substituted for Nominee Member, Casey Wolff, Esq.:

Franson Investment Limited, a British Virgin Island company
General Willie - Strasse 10
CH-8027 Zurich, Switzerland

3. All rights, titles and interest in the 25 units of the Company of Nominee Member, Casey Wolf, Esq., are assigned and transferred to Franson Investment Ltd. without recourse. Nominee Member, Casey Wolff, Esq., is released from all obligations of organizing the Company which obligations are assumed by the company and its members. As Nominee Member, Casey Wolff, Esq., operated solely as an agent for Franson Investment Limited for the single purpose of organizing the Company in compliance with the applicable Florida Statutes. By his signature below, Nominee Member hereby resigns from his role in the company.

IN WITNESS WHEREOF, the Company and members have executed these amendments on this 22nd day of June, 1997.

BRODIE AND STONE, LC



By: Michael S. Eggerton, Manager

MEMBERS:



By: Michael S. Eggerton, Chairman

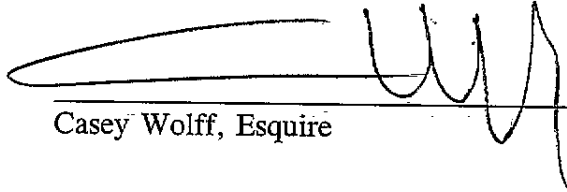
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Franson Investment Limited, B.V.I. company

By: PETER BIRENSTEIN

NOMINEE MEMBER



Casey Wolff, Esquire

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