

M96654



ACCOUNT NO. : 072100000032
REFERENCE : 711453 4301772
AUTHORIZATION : Patricia Pizito
COST LIMIT : \$ 35.00

FILED
00 MAY 26 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 25, 2000

ORDER TIME : 3:14 PM

ORDER NO. : 711453-005

CUSTOMER NO: 4301772

300003269473--6

CUSTOMER: Mr. Gerard Rath
Pavia & Harcourt
600 Madison Avenue
12th Floor
New York, NY 10022

DOMESTIC AMENDMENT FILING

NAME: FRAGINVEST CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

G. COULLIETTE MAY 30 2000

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

RECEIVED
00 MAY 26 PM 3: 57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

FRAGINVEST CORPORATION

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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)*

The following article shall be amended to read as follows:

ARTICLE V: ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the registered office of this Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301 and the name of the registered agent of the corporation at the said registered office is Corporation Service Company.

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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:

N/A

THIRD: The date of each amendment's adoption: May 23, 2000

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

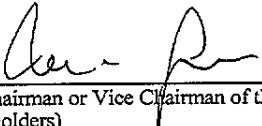
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 23rd day of May, 2000

Signature



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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mario Gazzola

Typed or printed name

Secretary

Title


ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

CORPORATION SERVICE COMPANY, a company residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

FRAGINVEST CORPORATION

CORPORATION SERVICE COMPANY is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



Its Agent, Laura R. Dunlap

dew