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FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SESCO INDUSTRIES, INC.

AUDIT NUMBER.....H98000017933

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 3

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ARTICLES OF AMENDMENT

OF

SESCO INDUSTRIES, INC.


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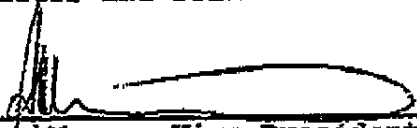
\*\*\*\*\*  
The undersigned, constituting the sole shareholder and all officers and directors of SESCO INDUSTRIES, INC. do hereby sign this written statement manifesting their intention to amend the Certificate of Incorporation of said Corporation, for the purpose of changing the name of said corporation, pursuant to the special meeting of directors and shareholders held on September 16, 1998, at 10:30 a.m. and hereby amend Article I of the said Certificate of Incorporation, as hereinafter set forth:

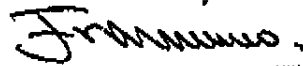
ARTICLE I. NAME

The name of this corporation is REGAL DUTY FREE, INC.

DATED this 22 day of September, 1998.

  
\_\_\_\_\_  
Claire Schwartz, President,  
Director and Sole Shareholder (SEAL)

  
\_\_\_\_\_  
Andre Maman, Vice President, Director (SEAL)

  
\_\_\_\_\_  
Joseph Franco, Secretary/Treasurer,  
Director (SEAL)

This Instrument Prepared By:  
Douglas C. Kaplan, Esq.  
Florida Bar No. 041302  
Kaplan, Jaffe & Gates, P.A.  
2435 Hollywood Boulevard  
Hollywood, Florida 33020  
Telephone: (954) 920-9110

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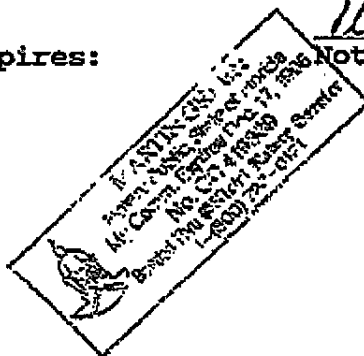
STATE OF FLORIDA )

SS:

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me, on this 22 day of September, 1998, by CLAIRE SCHWARTZ, ANDRE MAMAN and JOSEPH FRANCO, Individually, and as President, Vice President and Secretary/Treasurer, respectively of SESCO INDUSTRIES, INC., a Florida corporation, in behalf of the Corporation. They are ( ) personally known to me or they have each ( ) produced a valid driver's license or passport as identification and who did not take an oath.

My Commission Expires:

  
 Notary Public - State of Florida


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