

QUAD INTERNATIONAL

P93000072090

TO: Florida Department of State  
Division of Amendments  
Attention: Corporation Amendments  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/07/97--01089--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FROM: Michael T. Uwate  
for Quad Int'l., Inc.  
13360 S.W. 128 Street  
Miami, FL 33186

EDITORIAL OFFICE

13360 S.W. 128 Street

Miami, FL 33186

(305) 233-2700

FAX (305) 235-6881

R.E.: Articles of Amendment for Quad Int'l., Inc.

To Whom It May Concern,

March 7, 1997

Enclosed, please find two copies of Quad Int'l., Inc.'s Articles of Amendment and a check for \$35, the required filing fee. These Articles of Amendment will serve to supplant Quad Int'l., Inc.'s Articles of Incorporation and the previous Articles of Amendment where indicated.

At your earliest convenience, could you please forward a stamped "FILED" copy of these Articles of Amendment to me at the above written address.

If you any questions regarding this matter, please call me at (305) 233-2700 at your earliest convenience.

Thank you for your cooperation.

Michael T. Uwate, Esquire  
Corporate Counsel  
Quad Int'l., Inc.

91 3/17  
Uwate

FILED  
97 MAR 17 PM 2: 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

cc: JCF/JLG/SL/HW



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 10, 1997

Michael T. Uwate, Esq.  
Quad Int'l, Incorporated  
13360 S.W. 128 St.  
Miami, FL 33186

SUBJECT: QUAD INT'L., INCORPORATED  
Ref. Number: P93000072090

We have received your document for QUAD INT'L., INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 897A00012033

TO: Florida Department of State  
Division of Amendments  
Attention: Corporation Amendments  
P.O. Box 6327  
Tallahassee, FL 32314

FROM: Michael T. Uwate  
for Quad Int'l., Incorporated  
13360 S.W. 128 Street  
Miami, FL 33186

R.E.: Articles of Amendment for Quad Int'l., Inc.

Mr. Steven Harris,

March 12, 1997

As per our television conversation of a few minutes ago, please find two revised copies of Quad Int'l., Incorporated's Articles of Amendment with the procedural changes you requested. I apologize for the deficient wording of the document.

At your earliest convenience, could you please forward a stamped "FILED" copy of these Articles of Amendment to me at the above written address.

If you any questions regarding this matter, please call me at (305) 233-2700 at your earliest convenience.

Thank you for your cooperation.



Michael T. Uwate, Esquire  
Corporate Counsel  
Quad Int'l., Inc.

cc: JCF/JLG/SL/HW

**ARTICLES OF AMENDMENT  
FOR QUAD INT'L., INCORPORATED**

FILED  
97 MAR 17 PM 2:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, the following Corporation hereby modifies and adopts the following Articles of Amendment that provide:

1. The name of the corporation filing these Articles of Amendment is Quad Int'l., Incorporated, a Florida corporation with the corporate document number P93000072090, and a filing date of October 18, 1993.
  
2. The purpose for the filing of these Articles of Amendment is to amend the Corporation's Articles of Incorporation and the Articles of Amendment filed on November 29, 1993, a copy of both is attached to these Articles of Amendment, to provide:
  10. The President of the Corporation is John C. Fox, mailing address: 4931 S.W. 75 Avenue, Miami, Florida 33155, and he shall act as the managing officer of the Corporation pursuant to those duties, obligations and requirements inherent in the Florida Business Corporation Act, including, but not exclusively limited to: opening a corporate bank account in the Corporation's name; transacting business; managing the daily affairs of the Corporation; and contracting on behalf of the Corporation.
  
  11. The Vice-President of the Corporation is Harvey Weinstein, mailing address: 4931 S.W. 75 Avenue, Miami, Florida 33155, and he shall act, in the absence of the President as the managing officer of the Corporation pursuant to those duties, obligations and requirements inherent in the Florida Business Corporation Act, including, but not exclusively limited to: opening a corporate bank account in the Corporation's name; transacting business; managing the daily affairs of the Corporation; and contracting on behalf of the Corporation.
  
  12. The Vice-President of the Corporation is John Lee Graham, mailing address: 13360 S.W. 128 Street, Miami, Florida 33186, and he shall act, in the absence of the President, as the managing officer of the Corporation pursuant to those duties, obligations and requirements inherent in the Florida Business Corporation Act, including, but not exclusively limited to: opening a corporate bank account in the Corporation's name; transacting business; managing the daily affairs of the Corporation; and contracting on behalf of the Corporation.
  
3. These Articles of Amendment were adopted and approved by a majority vote of the record Shareholders of the Corporation at a meeting held pursuant to Florida statutes 607.0704 on February 15, 1997. Pursuant to Florida statutes 607.0704 the number of votes cast by the shareholders was sufficient for approval of these Articles of Amendment.

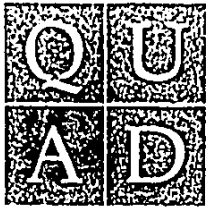


John C. Fox

President/Shareholder/Director of Quad Int'l., Incorporated

MAR. 12, 1997

Dated:



QUAD INTERNATIONAL

**ACTION BY RESOLUTION OF THE SHAREHOLDERS  
OF QUAD INT'L., INC.**

Pursuant to the Florida Business Corporation Act, Quad Int'l., Inc., a Florida corporation ("Corporation") with the corporate document number P93000072090, hereby duly adopts the following resolutions, at a meeting held pursuant to Florida Statutes 607.0704, consent to the action indicated therein and adoption of such resolutions being denoted by the signatures of a majority of the Shareholders affixed hereto:

RESOLVED that, the Corporation hereby removes Samuel Lessner as President of the Corporation, with all powers, duties, responsibilities and liabilities associated with that office hereby divested from Lessner.

RESOLVED that, nothing in this Action By Resolution shall affect any property right Lessner has as a shareholder of the Corporation or devalue his shares.

RESOLVED that, the Corporation hereby appoints John Fox as President of the Corporation, with all powers, duties, responsibilities and liabilities appurtenant.

RESOLVED that, the Corporation hereby appoints John Lee-Graham as Vice-President of the Corporation, with all powers, duties, responsibilities and liabilities appurtenant.

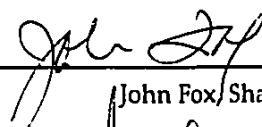
RESOLVED that, the Corporation hereby appoints Harvey Weinstein as Vice-President of the Corporation, with all powers, duties, responsibilities and liabilities appurtenant.

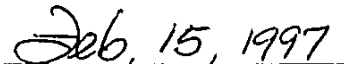
RESOLVED that, the Corporation shall amend its articles of incorporation and articles of amendment to reflect these changes.


RESOLVED that, notice be given to any absent shareholders, pursuant to Florida statutes 607.0704 of this meeting and the resolutions adopted.

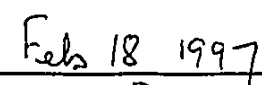
WE FURTHER CERTIFY that the foregoing resolutions are still in force and effect and have not been amended or revoked.

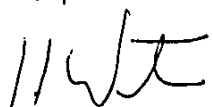
DATE OF ADOPTION: February 15, 1997

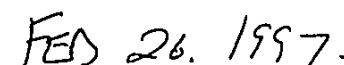
  
\_\_\_\_\_  
John Fox, Shareholder

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
John Graham, Shareholder

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Harvey Weinstein, Shareholder

  
\_\_\_\_\_  
Date

Shareholders Not Voting: Samuel Lessner

EDITORIAL OFFICE

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Miami, FL 33186

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