



THE UNITED STATES
CORPORATION
COMPANY

994000050410

ACCOUNT NO. : 072100000032

REFERENCE : 258578 4372512

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizzuto

ORDER DATE : February 12, 1997

ORDER TIME : 4:24 PM

ORDER NO. : 258578-005

CUSTOMER NO: 4372512

CUSTOMER: Richard I. Anslow, Esq.
Richard I. Anslow, Esq.
Freehold Office Plaza
4255 Route 9 Suite D
Freehold, NJ 07728

400002086664--2

FILED
97 FEB 13 AM 11:45
SECRET
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

DOMESTIC AMENDMENT FILING

NAME: BEDROCS OF BRANDON, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

97 FEB 13 AM 9:45
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

N. HENDRICKS FEB 14 1997

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

CSC

TALLAHASSEE, FL

SUBJECT: BEDROCS OF BRANDON, INC.
Ref. Number: P94000050410

We have received your document for BEDROCS OF BRANDON, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

This is a for profit corporation please correct the opening paragraph, including the statute number.

If shareholder approval was not required a statement to that effect must be included in the document.

If the amendment was adopted by the directors, a director must sign.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 097A00007769

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
BEDROCS OF BRANDON, INC.

FILED
97 FEB 13 11:11:45
SECRETARY
TALLAHASSEE

Pursuant to the provisions of section 607.1006 , Florida Statutes, the undersigned Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

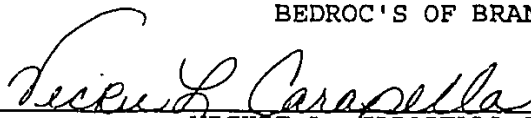
ARTICLE FOUR-AMENDED TO READ that corporation is authorized to issue fifteen million common shares and one million preferred shares at .001 par value.

SECOND: The date of adoption of the amendment was 2/7/97.

THIRD: Adoption of Amendment

There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors. Shareholder approval was not required for this amendment.

BEDROC'S OF BRANDON, INC.



VICKIE L. CARAPELLA-PRESIDENT/SECRETARY/SOLE DIRECTOR

DATED: FEBRUARY 7, 1997