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LAW OFFICES OF
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of Counsel

May 22, 1997

Florida Department of State
Secretary of State
Division of Corporations
Attn: Thelma Lewis, Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

RE: Manro Corporation / Behr Properties, Inc.

Dear Ms. Lewis:

Enclosed herewith is an executed original and one photocopy of additional Articles of Amendment for the above referenced company together with our check for \$35.00 Please return the photocopy of the Articles with the log-in stamp. I have enclosed a prepaid envelope.

Thank you for your time and assistance in this matter! Should you have any questions, please contact me.

Yours sincerely,

Ernest A. Seemann

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT

OF

MANRO CORPORATION

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named corporation are amended as follows:

1. Article I is amended to read:

I. NAME:

The name of this Corporation shall be: BEHR PROPERTIES, INC.

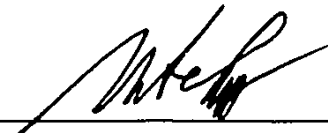
2. Article VI is amended to read:

VI. DIRECTORS:

The Corporation shall have not less than one (1) Director, as provided by the By-Laws. Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial directors are:

Manfred Behr, 3602 SE 9th PL, Cape Coral, FL 33904

3. The foregoing amendments were unanimously approved and adopted by the Board of Directors and Incorporator of the Corporation pursuant to Section 607.1005, on and as of May 21, 1997. The corporation has not yet issued shares and shareholder action therefore was not required.



Manfred Behr, Director/President

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