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LAW OFFICES
MARK D. BOGEN, P.A.
ATTORNEY AT LAW
3700 AIRPORT ROAD
SUITE 307
BOCA RATON, FLORIDA 33431

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 97 MAY 15 AM 10:48
 SEVEN
 TALLAHASSEE, FLORIDA
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Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 MAY 15 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. E. H. P. Inc.

(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)

Article 4: The new registered Agent is:
MARK Bogen
3700 Airport Road
Suite 307
Boca Raton, FL 33431
561-447-4100

Please delete the current Registered Agent
Corporation Service Company

Article 7: Please Add the Following
Adam Plotkin - Vice President
3700 Airport Rd. #307
Boca Raton, Fl. 33431
561-447-4100

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:

THIRD: The date of each amendment's adoption: 5/10/97

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 10th day of May, 19 97

Signature Mark Bogen, Vice Chairman
(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)

Typed or printed name

Title

LAW OFFICES
MARK D. BOGEN, P.A.

3700 AIRPORT ROAD
SUITE 307
BOCA RATON, FLORIDA 33431

LICENSED TO PRACTICE LAW:
FLORIDA
ILLINOIS

TELEPHONE: (407) 447-4100
FACSIMILE: (407) 447-4103

I, Mark Bogen, am fully aware of and accept the duties and responsibilities of being the registered agent for the B.E.H.P., Inc.

Mark Bogen 5/10/97
Mark Bogen Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA