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J. MARVIN GUTHRIE, P.A.

ATTORNEY AT LAW

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CLEARWATER, FLORIDA 34616

J. MARVIN GUTHRIE
BOARD CERTIFIED IN TAXATION

July 29, 1997

TELEPHONE
(813) 449-1006
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(813) 449-0081
FILED
AUG 1 11 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

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-08/01/97--01055--007
*****87.50 *****87.50

RE: Dean Alli, Inc.

Dear Gentlemen:

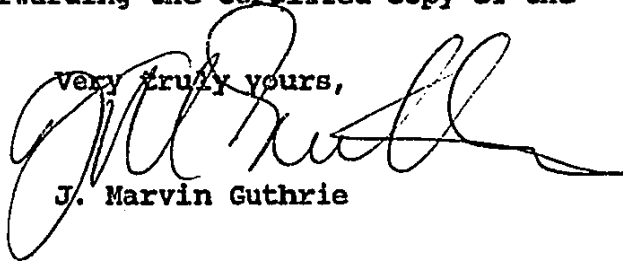
Enclosed herewith for filing in your office, please find the Articles of Amendment of Corporate Charter of Dean Alli, Inc.

We enclose herewith a check, payable to your order, in the amount of \$87.50 to cover the following:

Filing Fee	\$35.00
Certified Copy	<u>52.50</u>
	\$87.50

We would appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,



J. Marvin Guthrie

JMG:sd
Enclosures
cc: Dean C. Alli

VS AUG 14 1997

Amend

ARTICLES OF AMENDMENT OF CORPORATE CHARTER
OF
DEAN ALLI, INC.

FILED
AUG - 1 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Before me, the undersigned authority, personally appearing before me, Robert Alli and Dean C. Alli, who, being by me first duly sworn, deposes and says that Dean C. Alli is the President of DEAN ALLI, INC., a Florida corporation, chartered by the Secretary of State of the State of Florida, under date of June 2, 1997 and that Robert Alli is the sole shareholder; that it is the desire and intention of the parties hereto that the ten thousand (10,000) authorized and outstanding shares of common stock having a par value of \$1.00 per share be classified as "voting" common stock and that the authorized and outstanding shares of common stock be increased to include ten thousand (10,000) shares of non-voting common stock, having a par value of \$1.00 per share, and that Article III of said Articles of Incorporation be amended to read as follows:

"Article III

This corporation shall be authorized to issue two classes of stock: Class A voting common stock and Class B non-voting common stock. Said classes of stock shall be identical in all respects except that shareholders owning Class B non-voting common stock shall have no voting rights of any kind or nature whatsoever. The par value and authorized issue of such classes of stock are as follows:

	<u>Par Value</u>	<u>Authorized Shares</u>
Class A voting common	\$1.00 per share	10,000
Class B non-voting common	\$1.00 per share	10,000"

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This Amendment to the Articles of Incorporation has been duly approved and adopted by the unanimous written consent of the sole shareholder and director of the Corporation on the 28th day of July, 1997, in accordance with Florida Statute Section 607.0704.

Dated this 28th day of July, 1997.

Dean C. Alli
Dean C. Alli, President
Robert Alli
Robert Alli, Sole Shareholder
and Director

STATE OF FLORIDA
COUNTY OF PINELLAS

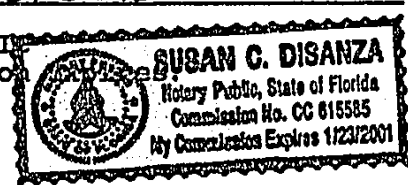
I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared Dean C. Alli, as President of DEAN ALLI, INC., to me known to be the person described in and who executed the foregoing instrument, and he acknowledged that he executed the same as such officer for the purposes therein expressed; that he affixed thereto the official seal of said corporation; and that the said instrument is the act and deed of said corporation.

WITNESS my hand and official seal this 28th day of July, 1997.

Susan C. Di Sanza
(signature)

Susan C. Di Sanza
(printed name)

NOTARY PUBLIC
My Commission



STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that this day in the next above named State and County before me, an officer duly authorized and acting, personally appeared Robert Alli, as sole shareholder and Director of DEAN ALLI, INC., to me known to be the person

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described in and who executed the foregoing instrument, and he acknowledged that he executed the same as such officer for the purposes therein expressed; that he affixed thereto the official seal of said corporation; and that the said instrument is the act and deed of said corporation.

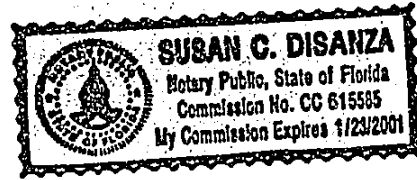
WITNESS my hand and official seal this 28th day of July, 1997.

Susan C. Di Sanza
(signature)

Susan C. Di Sanza
(printed name)

NOTARY PUBLIC

My Commission Expires:



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