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REFERENCE FILE # _____

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OF MATRIMONIAL LAWYERS
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** MEMBER OF NJ & FLA BAR
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**** MEMBER OF NJ, NY & DC BAR
***** MEMBER OF NJ, NY & FLA BAR
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FILED
OCT 29 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 26, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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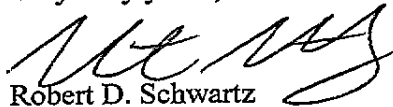
Re: Cory Waldman Inc. - Article Change

Dear Sir or Madam:

Please be advised that this firm represents Cory Waldman, Inc. Enclosed please find Articles of Amendment to Articles of Incorporation of Cory Waldman, Inc. to change the name to Waldo, Inc. Also enclosed, please find a check in the amount of \$35 for filing fees.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Robert D. Schwartz

VS NOV 3 1998

N/C

w/enc.

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
98 OCT 29 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORY WALDMAN, 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)*

NAME OF CORPORATION IS HEREBY CHANGED FROM:
CORY WALDMAN, INC.,

TO:

WALDO, INC.

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: 10/26/98

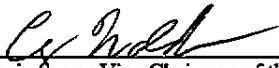
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 26 day of October, 19 1998.

Signature 
(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)

CORY WALDMAN
Typed or printed name

PRESIDENT
Title