



P98000001512

ACCOUNT NO. : 072100000032

REFERENCE : 789148 7151222

AUTHORIZATION Patricia Pignatelli

COST LIMIT : \$ 35.00

ORDER DATE : April 21, 1998

ORDER TIME : 9:57 AM

Amend

ORDER NO. : 789148-010

CUSTOMER NO: 7151222

800002514988--B

CUSTOMER: Mr. Jack Lipworth
Mr. Jack Lipworth
10175 South Dixie Highway
Miami, FL 33156

DOMESTIC AMENDMENT FILING

NAME: F. DEPOT INC.

FILED
98 MAY -7 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Table with columns: Name, Availability, Document, Restated Articles of Incorporation, Update, Certified Copy, Plain Stamped Copy, Certificate of Good Standing. Includes handwritten date 5/7/98 and initials.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION
Update
CERTIFIED COPY of Amendment
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

RECEIVED
98 MAY -7 AM 10:40
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 MAY -7 PM 2:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. DEPOT 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 VI. DIRECTORS being amended as follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Hilary M. Lipworth	10175 So. Dixie Highway, Miami, FL 33156
Alex J. Lipworth	10175 So. Dixie Highway, Miami, FL 33156
Jack A. Lipworth	10175 So. Dixie Highway, Miami, FL 33156

X

A. Lipworth

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:

NOT APPLICABLE

THIRD: The date of each amendment's adoption: April 23, 1998

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 23rd day of April, 19 1998

Signature Alex J. Lipworth ALEX J. LIPWORTH 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