

P98000026417

ORFRED INC.

2205 N. Dixie Hwy.
Wilton Manors, FL 33305
TELEPHONE (954) 564-5359

December 21, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 18 AM 11:28
FILED

Secretary of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, FL 33314

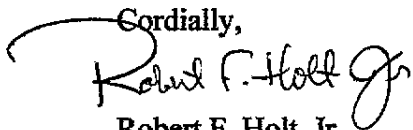
**Re: Orfred, Inc. ~ Amendment to Articles of Incorporation
Doc. No. P98000026417**

700002779287--1
-02/18/99--01055--004
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation of Orfred, Inc., along with a check for \$35.00, which represents the fee for filing the amendment. Please process at your earliest convenience and return the acknowledgment to me in enclosed, self-addressed and stamped envelope. If you have any questions, please feel free to contact me.

Cordially,



Robert F. Holt, Jr.
Incorporator

RFH/ksb

Enclosures

Amend.
2-19-99
cc

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ORFRED, INC.

FILED
99 FEB 18 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, *Florida Statutes*, Robert F. Holt, Jr. being the sole incorporator of ORFRED, Inc., (and its sole initial Director) hereby amends the Articles of Incorporation, as follows:

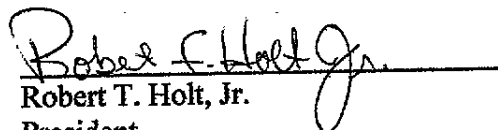
ARTICLE SEVEN is amended to read, in its entirety, as follows:

ARTICLE SEVEN

The number of directors constituting the newly elected board of directors is three (3), and the name and address of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing address
Robert F. Holt, Jr.	1110 NE 18 th Avenue, Fort Lauderdale, Florida 33304
Tim Emerson	704 NE 23 rd Drive, #2, Fort Lauderdale, FL 33305
Jeffrey S. Deiter	707 NE 20 th Drive, Fort Lauderdale, FL 33305

The undersigned has executed these Articles of Amendment this 22 day of December, 1998.


Robert T. Holt, Jr.
President

MINUTES OF DIRECTOR'S MEETING

ORFRED, INC.

DECEMBER 22, 1998

A special meeting of the Directors of the Corporation was held at 7:00 p.m. on December 22, 1998.

The following persons were present:

Robert F. Holt, Jr.
Tim Emerson
Jeffrey S. Deiter

Robert F. Holt, Jr., initial director of this corporation called the special meeting to order. On motion duly made, seconded and carried, Robert F. Holt, Jr. was elected chair of the meeting and Jeffrey S. Deiter was duly elected secretary thereof.

With the resignation of Donald O. Maringola as Vice-President, Secretary and Director, and upon motion duly made, seconded and carried, Tim Emerson was elected Vice-President of the meeting, and Jeffrey S. Deiter Secretary thereof.

The successor Tim Emerson and Jeffrey S. Deiter accepted their respective offices, and proceeded with the discharge of their duties.

The secretary then presented and read to the meeting a copy of the Articles of Incorporation of the corporation and the Articles of Amendment and reported that the original Articles of Incorporation were filed in March 19, 1998 with the Office of the Secretary of State of the State of Florida and the Articles of Amendment were submitted to the Office of the Secretary on December 21, 1998 for filing.

Upon motion duly made, seconded and carried, said report was adopted and the secretary directed to append to these minutes a copy of the Articles of Incorporation and keep such minutes and copy in the record book of the corporation.

The following **RESOLUTIONS** were adopted:

RESOLVED, that the following persons were elected as successors to the offices held by Donald O. Maringola of the corporation to serve for one year or until their successors are elected and qualified.

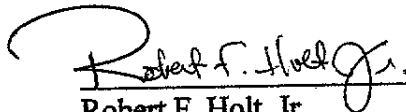
President and Treasurer:	Robert F. Holt
:	Tim Emerson
:	Jeffrey S. Deiter

RESOLVED, that the number of directors constituting the newly elected board of directors is three (3), and the name and address of the elected and qualified persons who are to serve as directors are: Robert F. Holt, Jr., 1110 NE 18th Avenue, Fort Lauderdale, Florida, 33304; Tim Emerson, 704 NE 23rd Drive, #2, Fort Lauderdale, FL, 33305 and; Jeffrey S. Dexter, 707 NE 20th Drive, Fort Lauderdale, FL, 33305.

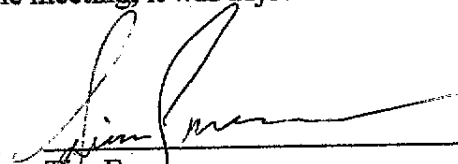
RESOLVED, that the bylaws regulating the conduct of the business and affairs of the corporation were adopted and appended hereto.

RESOLVED, that the signing of these minutes shall constitute an acknowledgment of the contents thereof, ratification thereof, and waiver of notice of the meeting by the signatures.


There being no further business to come before the meeting, it was adjourned.



Robert F. Holt, Jr.
Chair of the Meeting and Director



Tim Emerson
President of the Meeting and Director



Jeffrey S. Dexter
Secretary of the Meeting and Director