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NAME: NORTHWIND HOLDINGS, INC.
AUDIT NUMBER.....H98000011956
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Amendment
06-29-98
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H98000011956

ARTICLES OF AMENDMENT
OF
NORTHWIND HOLDINGS, INC.

The following amendment to Article IX of the Articles of Incorporation of NORTHWIND HOLDINGS, INC. was adopted on the 26TH day of June, 1998 by Alan W. Levine, the incorporator, without shareholder action. Shareholder action was not required.

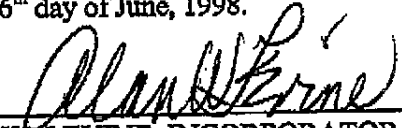
Article IX is amended, ab initio, to read as follows:

ARTICLE IX
OFFICERS

The officers of the corporation are:

President:	Philippe Mastantuono
Secretary:	Patrick Honore
Treasurer:	Philippe Mastantuono

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of the 26th day of June, 1998.



 ALAN W. LEVINE, INCORPORATOR

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