



P98000097520

ACCOUNT NO. : 072100000032

REFERENCE : 057911 - 4303929

AUTHORIZATION : *Patricia Pigut*

COST LIMIT : \$ 52.50

FILED
98 DEC -91 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 9, 1998

ORDER TIME : 12:24 PM

ORDER NO. : 057911-005

CUSTOMER NO: 4303929

100002707591--9

CUSTOMER: Ms. Yolanda Rodriguez
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: RDI ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

RECEIVED
98 DEC -91 PM 1:16
DIVISION OF CORPORATIONS

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: *Jo 12/9*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RDI ACQUISITION CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is **RDI ACQUISITION CORP.** (the "Corporation"), Charter #P98000097520, filed on November 17, 1998.

2. The following Amendment to the Articles of Incorporation was adopted by all of the Directors of the Corporation and all of the Shareholders of the Corporation, the number of votes cast being sufficient for approval, on December 4, 1998 in the manner prescribed by Section 607.1003 of the Act:

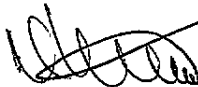
ARTICLE I

The name of the Corporation is **ROGERS-DIERKS, INC.** (the "Corporation").

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of **RDI ACQUISITION CORP.** this 4th day of December, 1998.

RDI ACQUISITION CORP.,
a Florida corporation



Victor Mendelson, Secretary