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ROTH & SCHOLL
ATTORNEYS AT LAW
1500 SAN REMO AVENUE
SUITE 176
CORAL GABLES, FLORIDA 33146
TELEPHONE: (305) 662-4141
FAX: (305) 662-3816

JEFFREY C. ROTH, P.A.
DENNIS SCHOLL, P.A.

April 26, 1999

Secretary of State
State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

By FedEx

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-04/28/99-01118-007
*****35.00 *****35.00

RE: Articles of Amendment to Articles of Incorporation of CAI 47, Inc.

Dear Sir:

Enclosed are duplicate originals of the Articles of Amendment to Articles of Incorporation to be filed with the Florida Secretary of State. Also enclosed is my check in the amount of \$35.00, representing your filing fee. Please have the amendment filed, and forward me written confirmation of the same.

Very truly yours,


JEFFREY C. ROTH

JCR:gkm
ENCLS.

cc: Mr. Tony Romeo (with encls.) (by fax to 305-670-9484)

FILED
99 APR 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/c

See 5/4

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
CAI 47, INC.

FILED
99 APR 28 PM 3:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By unanimous vote of the incorporators of CAI 47, INC., a Florida corporation, originally incorporated on March 12, 1999, said Corporation does hereby, pursuant to Florida Statutes, Section 607.1001 and 607.1005, amend the existing Articles of Incorporation, in the following respect:

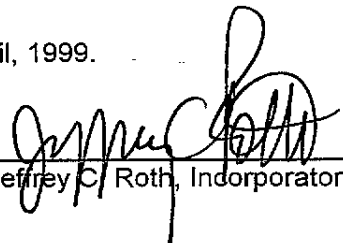
ARTICLE I NAME is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE I
NAME

The name of the corporation is Charter America Holdings, Inc.

The foregoing Amendment was adopted by a majority of the incorporators prior to the issuance of shares in the corporation, pursuant to Florida Statute 607.1005, and consequently, shareholder action was not required.

Dated at Miami, Florida, this 26th day of April, 1999.



Jeffrey C. Roth, Incorporator

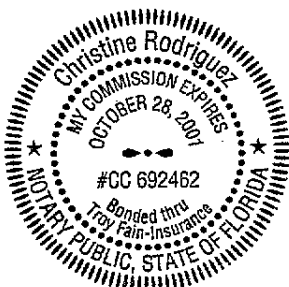
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

26th The foregoing instrument was sworn to, subscribed and acknowledged before me this day of April, 1999, by Jeffrey C. Roth, who is personally known to me and who did take an oath.



Notary Public, State of
Florida at Large

My Commission Expires:



Notary's printed name & address:
Christine Rodriguez
c/o Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146