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\*Fla. Bar Certified in Real Estate Law

May 2, 2000

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399  
Attn: Shannon Thompson

Re: Articles of Corporation  
R & D Printing Center, Inc.

600003250676--2  
-05/12/00--01052--025  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Shannon:

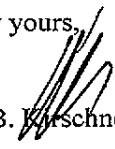
Pursuant to our telephone previous telephone conversation, in order to file the Articles of Incorporation for R&D Printing Center, Inc., we enclose herewith, in order to enable such new incorporation (under the same name) Articles of Amendment of R&D Printing Center, Inc., by which the holder of the present corporate name will change his name to R&D Holdings, Inc. You have retained the previously forwarded Articles, together with our firm's check in the sum of \$70.00, so as to incorporate the new R&D Printing Center, Inc. on behalf of the Daurea family.

Upon your receipt of the attached Articles of Amendment and our firm check in the sum \$35.00, together with copies of prior correspondence for your immediate edification, we ask that you forward to us the following:

1. Articles of Amendment for R&D Printing Center, Inc., as owned by Steven Cohen;
2. Articles of Incorporation for R&D Printing Center, Inc., as owned by the Daurea family.

Thank you for your attention to this matter.

*Mr. Kirschner authorized fill in date of filing and to add of Delray Beach to the new name.*

Very truly yours,  
  
Mitchell B. Kirschner

MBK:ejd  
enclosures  
cc: Steven Cohen (w/encls.)  
Nicolas Daurea (w/encls.)

cohen\r&d printing\seo state ltr 050200

*Name change  
MFB  
5-12-2000*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAY 12 AM 11:14

FILED  
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DIVISION OF CORPORATIONS

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**Articles of Amendment**

R & D PRINTING CENTER, INC.

1. The following provisions of the Articles of Incorporation of R&D PRINTING CENTER, INC., a Florida corporation, filed in Tallahassee on May 10, 1999, be and they hereby are amended in the following particulars:

The name of the Corporation is hereby changed to:  
**R&D HOLDINGS, INC.**, OF DELRAY BEACH

2. The foregoing amendments were adopted by the Stockholders and Directors of the corporation on the 18 day of February, 2000:

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 22 day of February, 2000.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

By Steven E. Cohen  
President (Vice President)  
Steven E. Cohen

Anne Cohen  
Secretary (Assistant Secretary)  
Anne Cohen