

V22421

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98 JAN -8 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/07/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000000376 '7))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305) 358-2571

ACCT#: 070744001530

FAX #: (305) 358-7832

NAME: SALEM DISCOUNT INSURANCE, INC.
AUDIT NUMBER.....H98000000376
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS...1
CERT. COPIES.....0

PAGES..... 2
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* ENTER 'M' FOR MENU. **

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TO: DIVISION OF CORPORATIONS

Fax #: (850) 922-4000

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (505) 358-2571

ACCT#: (707) 440-1330

Fax #: (505) 358-7832

NAME: SALEM DISCOUNT INSURANCE, INC.

AUDIT NUMBER.....H98000000376

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...1

PAGES.....2

CERT. COPIES.....0

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EST. CHARGE... \$45.75

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TO: DIVISION OF CORPORATIONS FAX #: (950) 922-1000
FROM: ACE INDUSTRIES, INC. ACCT#: 070744001530
CONTACT: PAM FRIEDMAN FAX #: (305) 358-7232
PHONE: (305) 358-2571

NAME: SALEM DISCOUNT INSURANCE, INC.
AUDIT NUMBER.....H98000000376
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS... PAGES..... 2
CERT. COPIES..... DEL. METHOD... PA.
EST. CHARGE... \$40.75

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

SALEM DISCOUNT INSURANCE, INC.
740-71ST ST.
MIAMI BEACH, FL 33141US

SUBJECT: SALEM DISCOUNT INSURANCE, INC.
REF: V22421

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000000376
Letter Number: 698A00001064

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1998

SALEM DISCOUNT INSURANCE, INC.
740-71ST ST.
MIAMI BEACH, FL 33141US

SUBJECT: SALEM DISCOUNT INSURANCE, INC.
REF: V22421

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please check one of the boxes listed under section fourth, adoption of amendment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000000376
Letter Number: 498A00001035

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

198-376

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SALEM DISCOUNT INSURANCE, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 1: Delete Jason Salem as President
Add Yaudat Cham as President
same address

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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TALLAHASSEE, FLORIDA

RD: The date of each amendment's adoption: 1/7/98

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

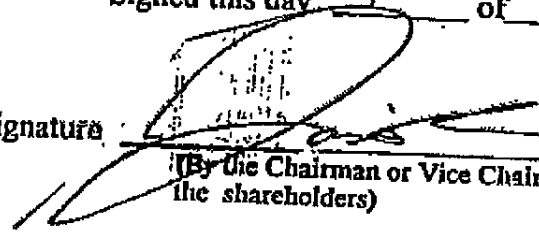
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 7th of January, 19 98

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

President/Director

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Jason Salem
Typed or printed name

President
Title

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