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REFERENCE : 199551 7100411

AUTHORIZATION : Patricia Pruitt

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ORDER DATE : December 23, 1996

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ORDER NO. : 199551-005

CUSTOMER NO: 7100411

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CUSTOMER: Leonard J. Charney, Esq  
Leonard Charney, Esq  
11 East 44th Street  
Ninth Floor  
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: SEVEN NATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

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Jay  
Amor

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96 DEC 24 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
DIVISION OF CORPORATION

FILED

96 DEC 24 PM 3:49

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of  
SEVEN NATIONS, INC. shall be amended to read as  
follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under  
the authority of, and the business and affairs of the  
corporation managed under the direction of its Board of  
Directors, subject to any limitation set forth in these  
Articles of Incorporation. This corporation shall have  
four Directors. The names and addresses of the members  
members of the Board of Directors are:

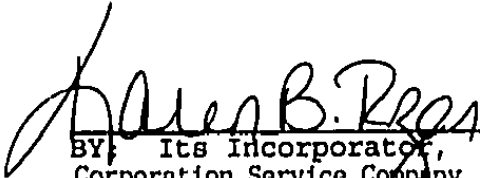
- |                       |  |
|-----------------------|--|
| Kirk McLeod<br>Dir.   | 1014 Garden Circle<br>Winter Garden, Florida 34787         |
| Neil Anderson<br>Dir. | 1104 Seminole Drive<br>West Columbia, South Carolina 29169 |
| Jim Struble<br>Dir.   | 141-5 Thorne Lane<br>Newark, Delaware 19711                |
| Nick Watson<br>Dir.   | 141-5 Thorne Lane<br>Newark, Delaware 19711                |

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 24th day of December, 1996.

vlp

  
BY: Its Incorporator,  
Corporation Service Company, Its Agent  
Karen B. Rozar