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By Overnight Mail

February 4, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400002423874--9
-02/06/98--01089--002
*****35.00 *****35.00

RE: Stogeess and Stuff Inc.

400002423874--9
-02/06/98--01089--001
*****8.75 *****8.75

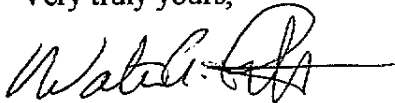
Ladies and Gentlemen:

Enclosed herewith is one original and one copy of an amendment to the Articles of Incorporation of the above-referenced Florida corporation Stogeess and Stuff Inc. Along with a filing fee of \$35.00 in the form of a check payable to the Florida Secretary of State. Please file the original with your office and return the copy, date stamped, to the undersigned in the enclosed self-addressed stamped envelope.

Also enclosed is a check for \$8.75 for a Certificate of Good Standing for the same Corporation. Please return said Certificate to me in the enclosed self-addressed stamped envelope as well.

Please call me at (617) 786-8000 if you have any questions.

Very truly yours,



Walter A. Foscett

WAF/jmb
Enc.

cl/stoogies\corporat.add

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 11:46

Amend.
02-09-98
CC

ARTICLES OF AMENDMENT

OF

STOGEES AND STUFF INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -6 AM 11:46

PURSUANT TO SECTION 607.1006 OF THE FLORIDA BUSINESS CORPORATION ACT,
THE UNDERSIGNED CORPORATION ADOPTS THESE ARTICLES OF AMENDMENT.

FIRST: THE NAME OF THE CORPORATION IS STOGEES AND STUFF INC.

SECOND: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE
AMENDED BY CHANGING THE ARTICLE NUMBER III SO THAT, AS
AMENDED, SAID ARTICLE SHALL READ AS FOLLOWS:

100,000 SHARES

THIRD: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE
FURTHER AMENDED BY ADDING ARTICLE VI SO THAT SAID ARTICLE
SHALL READ AS FOLLOWS:

SEE APPENDIX A ATTACHED HERETO.

FOURTH: THE ARTICLES OF INCORPORATION OF THIS CORPORATION ARE
FURTHER AMENDED BY ADDING ARTICLE VII SO THAT SAID ARTICLE
SHALL READ AS FOLLOWS:

"THE CORPORATION ELECTS TO HAVE
PREEMPTIVE RIGHTS FOR ALL SHARES OF
THE CORPORATION'S COMMON STOCK, \$.01
PAR VALUE PER SHARE."

FIFTH: THE AMENDMENTS TO THE ARTICLES OF INCORPORATION OF THE
CORPORATION SET FORTH ABOVE WERE ADOPTED AT A MEETING OF
THE SHAREHOLDERS AND DIRECTORS OF THE CORPORATION ON
FEBRUARY 2, 1998.

SIXTH: THE AMENDMENTS SET FORTH ABOVE WERE ADOPTED BY THE AFFIRMATIVE VOTES OF THE HOLDERS OF 75% OF THE TOTAL ISSUED AND OUTSTANDING SHARES OF THE CORPORATION THEREBY BEING SUFFICIENT FOR APPROVAL. A CERTIFIED COPY OF SAID VOTES IS ATTACHED HERETO AS APPENDIX B.

SIGNED ON FEBRUARY 2, 1998

STOGEES AND STUFF INC.

BY: 

Jeffrey R. White, President

BY: 

Kenneth C. Murphy, Secretary

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APPENDIX A

ARTICLE VI

The following restrictions are imposed upon the transfer of shares of the capital stock of the corporation:

The corporation shall have the right to purchase, or to direct the transfer of, the shares of its capital stock in the events and subject to the conditions and at a price fixed as provided below; each holder of shares of such capital stock holds his shares subject to this right and by accepting the same upon original issue or subsequent transfer thereof, the stockholder agrees for himself, his legal representatives and assigns as follows:

In the event of any change in the ownership of any share or shares of such capital stock (made or proposed) or in the right to vote thereon (whether by the holder's act or by death, legal disability, operation of law, legal processes, order of court, or otherwise, except by ordinary proxies or powers of attorney) the corporation has the right to purchase such share or all or any part of such shares or to require the same to be sold to a purchaser or purchasers designated by the corporation or to follow each such method in part at a price per share equal to the fair value thereof at the close of business on the last business day next preceding such event as determined by the corporation's Board of Directors on a quarterly basis or, failing such determination, by arbitration as provided below.

In any such event the owner of the share or shares concerned therein (being for the purposes of these provisions, all persons having any property interest therein) shall give notice thereof in detail satisfactory to the corporation. Within thirty (30) days after receipt of said owner's notice, the corporation shall elect whether or not to exercise its said rights in respect of said shares and, if it elects to exercise them, shall give notice of its election.

In the event the corporation's Board of Directors fails to determine the fair market value of the shares on a quarterly basis and failing agreement between the owner and the corporation as to the price per share to be paid, such price shall be the fair value of such shares as determined by three arbitrators, one designated within five days after the termination of said thirty day period by the registered holder of said share or shares or his legal representatives, one within said period of five days by the corporation and the third within five days after said appointment last occurring by the two so chosen. Successor arbitrators, if any shall be required, shall be appointed, within reasonable time, as nearly as may be in the manner provided as to the related original appointment. No appointment shall be deemed as having been accomplished unless such arbitrator shall have accepted in writing his appointment as such within the time limited for his appointment. Notice of each appointment of an arbitrator shall be given promptly to the other parties in

interest. Said arbitrators shall proceed promptly to determine said fair value. The determination of the fair value of said share or shares by agreement of any two of the arbitrators shall be conclusive upon all parties interested in such shares. Forthwith upon such determination the arbitrators shall mail or deliver notice of such determination to the owner (as above defined) and to the corporation.

Within thirty (30) days after agreement upon said price or mailing of notice of determination of said price by arbitrators as provided below (whichever shall last occur), the shares specified therein for purchase shall be transferred to the corporation or to the purchaser or purchasers designated therein or in part to each as indicated in such notice of election against payment of said price at the principal office of the corporation.

If in any of the said events, notice therefor having been given as provided above, the corporation elects in respect of any such shares or any part thereof not to exercise its said rights, or fails to exercise them or to give notice or make payment all as provided above, or waives said rights by vote or in authorized writing, then such contemplated transfer or such change may become effective as to those shares with respect to which the corporation elects not to exercise its rights or fails to exercise them or to give notice or to make payment, if consummated within thirty days after such election, failure or waiver by the corporation, or within such longer period as the corporation may authorize.

If the owner's notice in respect of any of such shares of capital stock is not received by the corporation as provided above, or if the owner fails to comply with these provisions in respect of any such shares in any other regard, the corporation, at its option and in addition to its other remedies, may suspend the rights to vote or to receive dividends on said shares, or may refuse to register on its books any transfer of said shares or otherwise to recognize any transfer or change in the ownership thereof or in the right to vote thereon, one or more, until these provisions are complied with to the satisfaction of the corporation; and if the required owner's notice is not received by the corporation after written demand by the corporation it may also or independently proceed as though a proper owner's notice has been received at the expiration of ten days after mailing such demand, and, if it exercises its rights with respect to said shares or any of them, the shares specified shall be transferred accordingly.

In respect to these provisions with respect to the transfer of shares of capital stock, the corporation may act by its board of directors. Any notice or demand under said provisions shall be deemed to have been sufficiently given if in writing delivered by hand or addressed by mail postpaid, to the corporation at its principal office or to the owner (as above defined) or to the holder registered on the books of the corporation (or his legal representative) of the share or shares in question at the address stated in his notice or at his address appearing on the books of the corporation.

Nothing herein contained shall prevent the pledging of shares, if there is neither a transfer of the legal title thereto nor a transfer on the books of the corporation into the name of the pledgee, but no pledgee or person claiming thereunder shall be entitled to make or cause to be made any transfer of pledged shares by sale thereof or otherwise (including in this prohibition transfer on the books of the corporation into the name of the pledgee) except upon compliance herewith and any such pledge shall be subject to these conditions and restrictions.

The restrictions or transfer contained in this article shall terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the United States Securities and Exchange Commission under the Securities Act of 1933, as amended, (other than an offering pursuant to (i) an offer and sale of securities to employees of, or other persons providing services to, the corporation pursuant to an employee or similar benefit plan, registered on Form S-8 or comparable form; or (ii) a merger, acquisition or other transaction of the type described in Rule 145 or comparable rule promulgated pursuant to said Act, registered on Form S-4 or similar form).

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APPENDIX B

SECRETARY'S CERTIFICATE

The undersigned, being the duly elected Secretary of Stogees and Stuff Inc., a Florida corporation (the "Company"), hereby certifies that attached hereto as Exhibit A is a true, complete and correct copy of votes of the shareholders and directors of the Company adopted at a meeting of the shareholders and directors held on February 2, 1998 which votes have not been amended, modified or revoked in any respect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 2nd day of February, 1998.

A handwritten signature in black ink, appearing to read 'K. C. Murphy', written over a horizontal line.

Kenneth C. Murphy , Secretary

EXHIBIT A

VOTES ADOPTED AT A JOINT MEETING OF SHAREHOLDERS AND DIRECTORS STOGES AND STUFF INC. HELD ON FEBRUARY 2, 1998

1. VOTED: That this Corporation amend its Articles of Incorporation to increase the number of its unissued authorized shares of Common Stock, \$.01 par value per share, from one thousand (1,000) to one hundred thousand (100,000) and to add restrictions on the transfer of all shares of such Common Stock as such restrictions are set forth in Exhibit A attached to these votes; such amendment to be substantially in the form of Exhibit A; and that the appropriate officers of this Corporation be, and they hereby, are authorized and directed to execute, certify and file such amendment with the Secretary of State of the State of Florida with such changes or revisions necessary or appropriate to make such amendment effective.
2. VOTED: That, upon the effectiveness of the amendment to this Corporation's Articles of Incorporation authorized in the preceding vote, there be, and hereby is, declared a stock split of all of the issued and outstanding shares of this Corporation's Common Stock whereby nine (9) shares of this Corporation's Common Stock shall be issued for each outstanding share of this Corporation Common Stock to the holders thereof; and that the officers be, and they hereby are authorized and directed to issue new certificates representing such shares to such holders and to make appropriate entries therefor in this Corporation's stock ledger.
3. VOTED: That the appropriate officers of the Corporation, acting singly, be and they hereby are, authorized and directed to do all acts and things in the name and on behalf of the Corporation and to execute, acknowledge, fix, seal and deliver any and all agreements,

instruments, certificates or other documents necessary or convenient to effect the provisions and purposes of the foregoing votes.

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