171908

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 12, 1998

Attn: Corporations Division
Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, Florida 32314

Re: WISE BROTHERS, INC.
Effective Date: February 12, 1998

Dear Sir or Madam:

Enclosed are the original and duplicate copy of the Articles of Amendment to Articles of Incorporation of the above referenced corporation, increasing the authorized number of shares, modifying the corporate purpose, and changing the requirements regarding minimum number of directors.

Also enclosed is a check in the amount of $87.50 to cover the $35.00 filing fee and the $52.50 necessary for a certified copy. Please endorse your approval of the Articles of Amendment to the Articles of Incorporation on the duplicate copy, and return the certified copy to my office at your earliest convenience. Thanking you in advance for your assistance.

Yours very truly,

Ivan M. Lefkowitz

IML:sr
Enclosures
cc: Mr. Zelig O. Wise
Mr. Abe O. Wise

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WISE BROTHERS, INC.

98 FEB 16 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

WISE BROTHERS, INC., a corporation organized and existing under the laws of the State of Florida, under certificate number 171908, filed in the office of the Secretary of State on January 13, 1953, and amended on January 15, 1987, hereby certifies as follows:

By Joint Written Action of the Shareholders and Directors of the corporation dated FEBRUARY 12, 1998, the Articles of Incorporation are hereby amended as follows:

A. ARTICLE II, which defines the nature of the business in which the corporation may engage, is amended to read in its entirety as follows:

"ARTICLE II

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes."

B. ARTICLE III, which authorizes the capital stock of the corporation, is amended to read in its entirety as follows:

"ARTICLE III

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of One Dollar ($1.00) per share. Two (2) of said shares shall be designated and known as Class A Voting Common Stock and Nine Hundred Ninety-Eight (998) of said shares shall be designated and known as Class B Nonvoting Common Stock. Except for voting rights, all shares of common stock shall be subject to the same rights and shall be equal in all other respects."

C. ARTICLE VII, which defines the number of directors of the corporation, is amended to read in its entirety as follows:

"ARTICLE VII

This corporation shall have three directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1)."

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment to Articles of Incorporation this 12th day of FEBRUARY, 1998.

WISE BROTHERS, INC.

By: ______________________
President

Attest: ______________________
Secretary