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NAME: MATZ-TRAKTMAN INC

AUDIT NUMBER.....H98000012198

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ARTICLES OF AMENDMENT  
OF  
MATZ-TRAKTMAN, INC.

The following amendment was adopted by the Board of Directors of this corporation on June 30, 1998. The Shareholders unanimously approved this amendment on June 30, 1998.

1. Article I of the Articles of Incorporation shall read as follows:

ARTICLE I.

NAME OF CORPORATION

The name of the corporation shall be MTCR, INC.

2. Article VII, Paragraph B, of the Articles of Incorporation shall be deleted and the following Paragraph B to Article VII shall be substituted therefor:

B. The corporation shall have not less than one (1) director. The number of directors may be increased or decreased from time to time by the Bylaws adopted by the Stockholders, but shall never be less than one (1).

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 30th day of June, 1998.

  
GERALD TRAKTMAN  
President/Director/Shareholder

Stanley H. Kuperstein, Esq.  
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