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388452

FLORIDA DIVISION OF CORPORATIONS
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((H98000002047 2))

TO: DIVISION OF CORPORATIONS
(850)922-4000

FAX #:

FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
07535000132

ACCT#:

CONTACT: KENDALL SPARKMAN

PHONE: (305)374-7580

FAX #:

(305)350-2446

NAME: I. ARTHUR YANOFF & CO. FLORIDA LTD.

AUDIT NUMBER.....H98000002047

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....1

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FLORIDA DIVISION OF CORPORATIONS

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FAX AUDIT NO. H98-2047

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
I. ARTHUR YANOFF & CO. FLORIDA LTD.

FILED
98 JAN 30 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, I. Arthur Yanoff, being the President of I. ARTHUR YANOFF & CO. FLORIDA LTD., a Florida corporation (the "Corporation"), incorporated effective as of September 16, 1971, under Document No. 388452, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the of the Florida Business Corporation Act, as follows:

1. Article I of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows effective as of 4:02 P.M. on January 31, 1998:

"ARTICLE I

EFFECTIVE DATE
1-31-98

CORPORATION NAME

The name of the corporation (hereinafter called the "Corporation") is Yanoff South Inc."

2. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows effective as of 4:02 P.M. on January 31, 1998:

"ARTICLE VII

BOARD OF DIRECTORS

The business of the Corporation shall be conducted by a Board of one (1) or more Directors, the number of which shall be fixed from time to time in the By-Laws."

Each of the foregoing amendments of the Articles of Incorporation has been duly and unanimously authorized and directed by Written Consent to Corporate Action by the Board of

This instrument prepared by:

Stephen L. Solomon, Esq.
Member New York Bar
Rubin Baum Levin Constant & Friedman
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 698-2241

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1/23/98 3:15 PM

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Directors and Sole Shareholder of the Corporation dated as of January 20, 1998. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal in his capacity as aforesated as of the 27th day of January, 1998, on behalf of the Corporation.

This instrument prepared by:

Stephen L. Solomon, Esq.
Member New York Bar
Rubin Baum Levin Constant & Friedman
30 Rockefeller Plaza
New York, New York 10112
Telephone: (212) 698-2241


I. Arthur Yanoff, President

[CORPORATE SEAL]

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