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ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, BARRA & JORGENSEN, P.A.

FILED
98 JUL 22 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 20, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

800002595568--5
-07/22/98--01069--005
*****87.50 *****87.50

Re: RAFCO Properties, Inc.

Dear Sir or Madam:

Enclosed herein you will find proposed Articles of Amendment of Articles of Incorporation for RAFCO Properties, Inc., together with an extra copy for certification and return. Please file these Articles of Amendment and return the certified copy to the undersigned by regular mail.

I am including a check in the amount of \$87.50 to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	\$52.50

TOTAL: \$87.50

If you should have any questions, please feel free to contact me. Your cooperation in this matter is appreciated.

Sincerely,

Cindy T. Hartman

Cindy T. Hartman,
Assistant to Richard K. Barra

Enclosures

K:\FILES\RKB\35303\DOS.LTR.frm

Amend.
7-23-98
CC

RICHARD K. BARRA • JOHN L. BRYAN, JR. • J. RICHARD HARRIS
JOHN M. JORGENSEN • DONNA A. NADEAU • RAYMOND W. ROYCE
ROBERT C. SCOTT (1925-1982) • KEVIN M. WAGNER • BRIAN K. WAXMAN

4400 PGA BOULEVARD, SUITE 800 • PALM BEACH GARDENS, FLORIDA 33410

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

RAFCO PROPERTIES, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of the Corporation is RAFCO PROPERTIES, INC.
2. Article 7.3 of the Articles of Incorporation of the Corporation is hereby amended in its entirety to provide as follows:

"7.3) Number of Directors. The Board of Directors shall be not less than one (1) in number. The number of Directors may be increased and, if increased, thereafter decreased to a number of not less than one (1) by the shareholders of this Corporation."

3. The Amendment to the Articles of Incorporation was adopted by the unanimous written consent of the shareholders of the Corporation dated 7/6, 1998, pursuant to the provisions of Section 607.0704, and .1003(6), Florida Statutes.

DATED this 6 day of July, 1998.

RAFCO PROPERTIES, INC.,
a Florida corporation

By: 

JOSEPH W. RAO, President

(CORPORATE SEAL)

FILED
JUL 22 PM 1:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of JULY, 1998, by JOSEPH W. RAO, as President of RAFCO PROPERTIES, INC., a Florida corporation, on behalf of the corporation.

NOTARY PUBLIC

(SEAL)



Kathleen Kalis
MY COMMISSION # CC591904 EXPIRES
December 14, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Kathleen Kalis

KATHLEEN KALIS

(Print Name)

My commission expires: 12/14/00

Commission No. CC 591904

Personally Known X OR Produced Identification _____
Type of identification Produced _____