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**MEMORANDUM**

TO: Florida Department of State

FROM: Mary Bassett

DATE: January 26, 1999

SUBJECT: Nathe & Nathe, Inc.

Enclosed please find the articles of amendment pursuant to reorganization together with our firm check in the amount of \$35.00 representing the filing fee.

/mb  
Enclosures  
cc: Frank Nathe

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Amend  
TU FEB 9 1999

ARTICLES OF AMENDMENT PURSUANT TO REORGANIZATION

Nathe & Nathe, Inc. hereby amends its articles of incorporation, pursuant to § 607.1008, Fla. Stat. (1997).

The name of the corporation is Nathe & Nathe, Inc.

Nathe & Nathe, Inc. is the Chapter 11 debtor in case number 97-10715-6J1 in the United States Bankruptcy Court for the Middle District of Florida, Orlando Division. Article V of the plan of reorganization provides that

On or before the effective date, the reorganized debtor will amend its articles of incorporation to prohibit the issuance of nonvoting equity securities.

This plan provision is mandated by 11 U.S.C. § 1123(a)(6). The effective date of the plan was December 18, 1998.

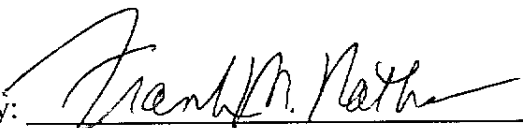
The plan was confirmed by order dated December 7, 1998.

The title of the reorganization proceeding in which the confirmation order was entered is In re Nathe & Nathe, Inc., Debtor.

The court had jurisdiction of the reorganization case pursuant to 28 U.S.C. §§ 157 and 1334.

No final decree has yet been entered in the Chapter 11 reorganization case.

NATHE & NATHE, INC.

By:   
Frank Nathe, President

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