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513491

January 7, 1999

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

Re: Associated Growers, Inc.
Document No. 513491
EquiMark Acquisition LLC
Document No. L98000003201

100002734891--0
-01/08/99--01079--011
*****52.50 *****52.50

Dear Sir/Madam:

Enclosed are an original and one (1) copy of the following:

1. Articles of Amendment to the Articles of Incorporation of Associated Growers, Inc. ("Articles of Amendment"); and
2. Certificate of Amendment to Articles of Organization of EquiMark Acquisition LLC ("Certificate of Amendment").

FILED
99 JAN - 08 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Also enclosed are two checks made payable to the Secretary of State totaling one hundred sixty-six dollars and twenty-five cents (\$166.25), for payment of the following:

- | | |
|---|---------------------|
| 1. The filing fee for the Articles of Amendment | \$35.00 |
| 2. The filing fee for the Certificate of Amendment | 52.50 |
| 3. One (1) certified copy of the Articles of Amendment | 8.75 |
| 4. One (1) certified copy of the Certificate of Amendment | 52.50 |
| 5. Certificate of Status for both companies | 17.50 (\$8.75 each) |

Total

\$166.25

513491
Cert of Sta
Cert copy
1-8-99
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After filing, please mail both Certificates of Status and the certified copies of the Articles of Amendment and Certificate of Amendment to us in the enclosed addressed stamped return envelope.

Please do not hesitate to contact us should you have any questions.

Sincerely yours,

BROAD AND CASSEL

Judith Bernero
JUDITH BERNERO
Paralegal

JB:
Enclosures

cc: Herbert Koslow
Martin R. Press, P.A.
William C. Phillippi, P.A.
Lu-Ann Dominguez, Esq.

FILED
99 JAN -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BROAD AND CASSEL

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ASSOCIATED GROWERS, INC.**

1. Article I of the Articles of Incorporation of Associated Growers, Inc. ("Corporation"), is hereby deleted in its entirety and replaced with the following:

ARTICLE I

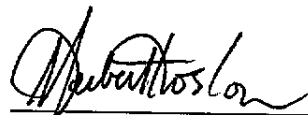
The name of the Corporation shall be **HMC, Inc.**

2. There is only one class of stock, common stock, issued and outstanding, and all owners of such stock are entitled to vote.

3. The foregoing Amendment was adopted, by the shareholders representing 100% of the issued and outstanding stock of this Corporation entitled to vote, on the 5th day of January, 1999. The number of shares voting in favor of the foregoing amendment was sufficient for approval.

4. All of the Corporation's stock certificates will be cancelled and replaced with new stock certificates reflecting the above amendment.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on this 5th day of January, 1999.



HERBERT KOSLOW, PRESIDENT

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99 JAN -8 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA