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Attorneys at Law

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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June 9, 2000

Via Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Amendments

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-06/12/00--01126--009
*****43.75 *****43.75

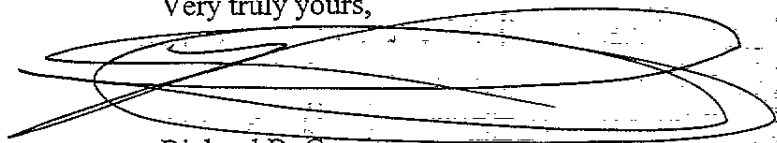
**Re: The Philip and Julia Meshberg Foundation, Inc.—Articles of
Amendment**

Dear Sir or Madam:

Enclosed is an original Articles of Amendment to Articles of Incorporation for the above named Foundation which change its name to "The Philip and Julia Meshberg Family Foundation, Inc.". Please file the Articles and return a certified copy to the undersigned as soon as practicable.

Also, enclosed is our firm's check payable to "Secretary of State" for \$43.75 to cover the filing and certification fees. If you have any questions, please call.

Very truly yours,



Richard B. Comiter

Enclosures

cc: Philip Meshberg (via facsimile w/out encls.)
Michael A. Neufeld, Esq. (via facsimile w/out encls.)
Lilo Dessoiff (via facsimile w/out encls.)
Kenneth Wolosoff, CPA (via facsimile w/out encls.)

N/c

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PHILIP AND JULIA MESHBERG FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

ARTICLE FIRST is deleted in its entirety and replaced with the following:

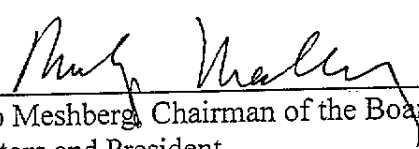
“FIRST: The name of the corporation is THE PHILIP AND JULIA MESHBERG FAMILY FOUNDATION, INC., hereafter referred to as the “Corporation”.”

In all other respects, the Corporation’s Articles of Incorporation remain as originally constituted.

SECOND: The date of adoption of the amendment was: June 6, 2000.

THIRD: Adoption of Amendment: There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

THE PHILIP AND JULIA MESHBERG
FOUNDATION, INC.


Philip Meshberg, Chairman of the Board of
Directors and President

Date: June 6, 2000

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that on this 6th day of June, 2000, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by PHILIP MESHBERG as Chairman of the Board of Directors and President of THE PHILIP AND JULIA MESHBERG FOUNDATION, INC., who is personally known to me or who has produced _____ as identification.

Witness my hand and official seal in the County and State last aforesaid this 6th day of June, 2000.



Jenni Yachelson
Notary Public
State of Florida