

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

F79863

May 2, 2000

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
RANDY J. NATHAN
BRUCE HURWITZ
MARC A. SILVERMAN
ROBERT T. SLATOFF
DANIELLE ROSEN
E. J. GENEROTTI

STEVEN W. DEUTSCH
Of Counsel

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: WALDORF SANITARY SUPPLIES, INC.

9000003241029--3
-05/05/00--01068--004
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed herewith please find the original Articles of Amendment for the above-named proposed Florida Corporation. Also enclosed is my firm's check in the amount of \$35.00 representing payment of the fee required to file the Amendment to change the name from Waldorf Sanitary Supplies, Inc. to Estelle Enterprises, Inc.

Please file the enclosed and provide proof of filing upon completion.

If you have any further questions, please do not hesitate to contact me.

Sincerely,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

Steven A. Weinberg/km
Steven A. Weinberg,
for the Firm

SAW/km

Encls.

NC Amend
6-6-00
MS

DEPT. OF STATE
TALLAHASSEE, FLORIDA

00 MAY -5 PM 1:23

FILED

5236.000Div. Corp.ltr1

7805 S.W. 6TH COURT • PLANTATION, FL 33324
BROWARD (954) 474-8000 • FAX (954) 474-9850

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

DAVID W. BLACK
*STEVEN W. DEUTSCH
STEVEN W. EFFMAN
*STEVEN C. ELKIN
NEIL G. FRANK
E. J. GENEROTTI
BRUCE HURWITZ
RANDY J. NATHAN
DANIELLE L. ROSEN
MARC A. SILVERMAN
ROBERT T. SLATOFF
STEVEN A. WEINBERG

*Of Counsel

May 31, 2000

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314
Attn: Mr. Doug Spitler,
Document Specialist

RE: WALDORF SANITARY SUPPLIES, INC.
F79863

Dear Mr. Spitler:

Enclosed herewith please find a copy of your letter dated May 18, 2000 along with the corrected original Articles of Amendment for the above-named proposed Florida Corporation (see Article 10). This document contains the appropriate statement that the number of votes cast for the Amendment by the Shareholders was sufficient for approval. Please note with respect to item 2 in your letter of May 18, 2000, that the Amendment was adopted with Shareholder action.

If you have any further questions, please do not hesitate to contact me.

Sincerely,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

Steven A. Weinberg,
for the Firm

SAW/km

Encls.

5236.000Div. Corp.ltr2

7805 S.W. 6TH COURT • PLANTATION, FL 33324
BROWARD (954) 474-8000 • FAX (954) 474-9850



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 18, 2000

FRANK, EFFMAN, WEINBERG, BLACK, P.A.
ATTN: STEVEN A. WEINBERG
7805 S.W. 6TH COURT
PLANTATION, FL 33324

SUBJECT: WALDORF SANITARY SUPPLIES, INC.
Ref. Number: F79863

We have received your document for WALDORF SANITARY SUPPLIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 500A00028179

FILED

00 MAY -5 PM 1:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
WALDORF SANITARY SUPPLIES, INC.

The undersigned, being the President and Secretary of WALDORF
SANITARY SUPPLIES, INC., does hereby make, subscribe, file and
acknowledge these Articles of Amendment for the purposes of
amending and replacing all of the Articles of Incorporation of this
Corporation and continuing a corporation under the Florida Business
Corporations Act.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: ESTELLE ENTERPRISES,
INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is
8618 NW 83rd Street, Tamarac, Florida 33321.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business premitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corproation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE IN FLORIDA

The Registered Agent of the registered office of the Corporation in the State of Florida is STEVEN A. WEINBERG, Frank, Effman, Weinberg & Black, P.A., 7805 SW Sixth Court, Plantation, Florida 33324.

ARTICLE VI

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida Law.

ARTICLE VIII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors. The names and addresses of the member of the Board of Directors are:

Estelle Waldorf

8618 NW 83rd Street
Tamarac, Florida 33321

Steven Waldorf

10042 NW 13TH COURT
PLANTATION FLA 33322

ARTICLE IX

OFFICERS

The names and addresses of the officers of the Corporation who shall hold office for the first year of the Corporation, or until their successor is elected or appointed is:

Estelle Waldorf
President/Secretary

8618 NW 83rd Street
Tamarac, Florida 33321

Steven Waldorf
Treasurer

10042 NW 13 CT
PLANTATION FL 33322

ARTICLE X

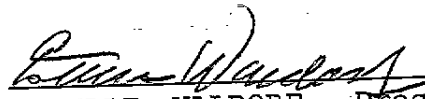
AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

The Board of Directors and Shareholders of the Corporation approved these Articles of Amendment and that the number of votes *
IN WITNESS WHEREOF, the undersigned President and Secretary

have executed the foregoing Articles of Amendment on the 18th day
of APRIL, 2000.

* cast for the amendment by each voting group was sufficient for approval by that voting group.


ESTELLE WALDORF, President &
Secretary

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing Articles of Amendment were acknowledged before
me this 18 day of APRIL, 2000, by ESTELLE WALDORF,
President and Secretary of the Corporation, who is personally known
to me, or who produced _____ as identification.

My Commission Expires:



Catherine R. Hensen
MY COMMISSION # CC902518 EXPIRES
February 4, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

Catherine R. Hensen
Notary Public, State of Florida

CATHERINE R. HENSEN
Printed Name of Notary Public

FILED

00 MAY -5 PM 1:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Florida Corporation submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: _____


Estelle Enterprises, Inc.

2. The name and address of the registered agent and office

is:

STEVEN A. WEINBERG, ESQ.
7805 S.W. 6th COURT
PLANTATION, FLORIDA 33324

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


STEVEN A. WEINBERG, Esq.,
as it's Agent

6/5/2000
Date