

G06139

**GMC HOLDING CORPORATION**

250 Bird Road, Suite 104, Coral Gables, FL 33146

Tel: (305)446-4704 - Fax: (305)446-4429

Please send a filed stamp copy  
to the above address.

Thank you  
*[Signature]*

100002593971--0  
-07/21/98--01060--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED

98 JUL 21 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

TLL JUL 22 1998

**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
GMC HOLDING CORPORATION**

**FILED**  
98 JUL 21 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of GMC Holding Corporation (previously known as "Here Comes Grandma, Inc."), a corporation duly incorporated and licensed to do business under the laws of the State of Florida, are hereby amended by the insertion the following sentence immediately before the phrase "IN WITNESS THEREOF" found in Article III:

" . . . all of the Corporation's shares of common stock on July 17, 1998 shall be altered to a different number of shares. This number of shares shall represent ten per cent (10%) of the number of shares then outstanding."

The foregoing change shall be effected by the operation of law and the shareholders of said Company shall not be required to exchange their certificates for newly issued share certificates reflecting their new equity interest in the Company.

The Articles of Incorporation of GMC Holding Corporation are further amended by amending Article Five to increase the aggregate number of shares which the corporation shall have authority to issue from fifteen million (15,000,000) shares of common stock to sixty million (60,000,000) shares of common stock.

The foregoing amendments were unanimously adopted by the Board of Directors and a majority of the shareholders of GMC Holding Corporation entitled to vote at a special meeting of the Company's shareholders and its Board of Directors on July 17,

1998.

IN WITNESS THEREOF, the undersigned president and secretary of the Corporation have executed these Articles of Amendment on this 17th day of July, 1998, for the purposes stated therein.

GMC HOLDING CORPORATION

BY: G. Michael Khoury  
G. Michael Khoury  
ITS: President

BY: Chris Evans  
Chris M. Evans  
ITS: Secretary

Date: July 17, 1998