

SRP, INCORPORATED
169 E. FLAGLER STREET
SUITE 827
MIAMI, FL 33131

Phone (305) 381-7707
Fax (305) 381-7780

J24127

December 15, 1997

FLORIDA DEPARTMENT OF STATE
SANDRA B. MORTHAM, SECRETARY OF STATE
DIVISIONS OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

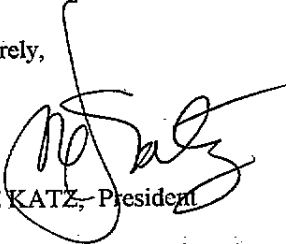
Dear Sir/Madam:

Re: Articles of Amendment

As per provisions of section 607.1006, Florida Statutes, the attached amendment to Articles of Incorporation for SRP, Incorporated are enclosed. Also enclosed is a check for \$43.75 for the cost of filing (\$35.00) and a Certificate of Status (\$8.75). All resolutions that have been submitted are still in force.

An expeditious reply would be greatly appreciated.

Sincerely,



JOSE KATZ, President

300002381893--0
-12/24/97-01047-008
*****87.50 *****43.75

FILED
98 JAN 20 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
NTS 1-21-98

789,524,671



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1998

Jose Katz, President
% SRP, INCORPORATED
169 E. Flagler St., Suite 827
Miami, FL 33131

SUBJECT: SRP, INC.
Ref. Number: J24127

We have received your document for SRP, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Your document should state that you are adding 4.01, 4.02, 4.03 and 4.04 to Article IV, and 10.01 to Article X. The word "first" should be removed from Article X.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 498A00001549

SRP, INCORPORATED
169 E. FLAGLER STREET
SUITE 827
MIAMI, FL 33131

Phone (305) 381-7707
Fax (305) 381-7780

January 15, 1998

FLORIDA DEPARTMENT OF STATE
SANDRA B. MORTHAM, SECRETARY OF STATE
DIVISIONS OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314
ATTN: Louise Flemming-Jackson

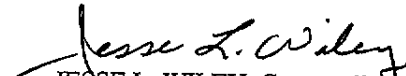
Dear Mrs. Flemming-Jackson

Re: Articles of Amendment

As per our telephone conversation, the updated amendment of Articles of Incorporation for SRP, Incorporated is enclosed. Also attached is a copy of your letter number 498A00001549.

Your assistance was very helpful and appreciated. If there are any problems or questions, please do not hesitate to call me at (305) 381-7707. An expeditious reply would be greatly appreciated. Again, many thanks for your assistance.

Sincerely,


JESSE L. WILEY, Comptroller

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

98 JAN 20 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SRP, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 4.01 - ADDED

ARTICLE 4.02 - ADDED

ARTICLE 4.03 - ADDED

ARTICLE 4.04 - ADDED

ARTICLE 6.01 - Amended

(See attachment)

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: MARCH 16, 1988

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

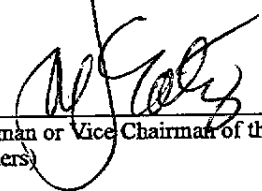
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of MARCH, 19 1988

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOSE KATZ
Typed or printed name

President
Title

ARTICLES OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS: I, the undersigned, JOSE KATZ, President of SRP, INC., a Florida corporation, do hereby certify that the following Amendment to the Articles of Incorporation of SRP, INC., were approved by the Stockholders of said corporation on March 16, 1988.

AMENDMENT ARTICLE FOUR

- 4.01. Special meetings of the shareholders may be called at any time by the president.
- 4.02. A majority of the outstanding shares constitute a quorum for the transaction of business. Business may be continued after withdrawal of enough shareholders to leave less than a quorum.
- 4.03. Only persons in whose names shares appear on the share transfer books of the corporation on the date on which notice of the meeting is mailed shall be entitled to vote at each meeting, one vote for each share, unless some other day is fixed by the President of the corporation for the determination of record, but such date shall be not less than ten (10) nor more than sixty (60) days before the date of the meeting.
- 4.04. At all meetings, any shareholder may vote either in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

ARTICLE SIX

6.01. The business of the corporation shall be managed by a board of directors. These directors may take any action jointly and any such action shall be effective and binding upon the corporation.

IN WITNESS WHEREOF, I, the undersigned, do hereunto set my hand and cause the seal of SRP, INC., to be affixed hereto.

DATED at Miami, Florida this 16th day of MARCH 1988.

SRP INC.

By: 
JOSE KATZ, President