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FILED
2001 AUG -7 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 400251 81517A

AUTHORIZATION

COST LIMIT : \$35000

Patricia P. P. P.

ORDER DATE : August 7, 2001

ORDER TIME : 11:04 AM

ORDER NO. : 400251-015

000004523140--4

CUSTOMER NO: 81517A

CUSTOMER: Karén E. Salas-morales, Esq
Ferrell Schultz Carter &
Suite 3400, Miami Center
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: BAXTER SOUTH, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young -- EXT# 1112

EXAMINER'S INITIALS:

N.C.
08-07-01
CC

RECEIVED
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DIVISION OF CONFORMATION

ARTICLES OF AMENDMENT OF
BAXTER SOUTH, INC.

The undersigned subscriber to these Articles of Amendment, a natural person competent to contract, hereby amends the Articles of Incorporation of a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: Baxter South, Inc.

ARTICLE II. AMENDMENT

The name of the corporation shall be changed from Baxter South, Inc. to B. So. Liquidation Corp. The name of the corporation shall hereinafter be: B. So. Liquidation Corp.

ARTICLE III. DATE OF AMENDMENT

Theses Articles of Amendment were adopted as of August 3, 2001.

ARTICLE IV. APPROVAL AND ADOPTION OF AMENDMENT

These Articles of Amendment have been adopted by the Board of Directors and approved by the shareholder of the corporation. The vote cast for these Articles of Amendment by the sole shareholder was sufficient for approval.

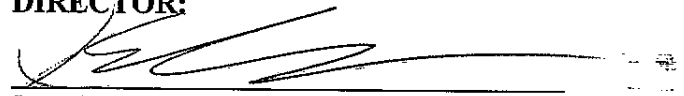
ARTICLE V. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Amendment, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned director by his signature below has approved these Articles of Amendment this 3rd day of August, 2001.

DIRECTOR:

A handwritten signature in black ink, appearing to read 'Justo Escalona', is written over a horizontal line.

Justo Escalona