R & F DESIGNS

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*****87.50 *****87.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

R+F Disigno 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 VI - Delete
Rosemarie Nicolai -   8827 Sw 123 Court
                        Suite 310
                        Miami, FL 33186

Article VII - Delete
Rosemarie Nicolai   8827 Sw 123 Court
                        Suite 310
                        Miami, FL 33186

Please send me up-dated certified articles.

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:

Provision
100% Shares- Francis D Solivan, PVP. T.S.

THIRD: The date of each amendment's adoption:_____5-28-91_____.

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 __28__ day of __May_____, 19 __97__.

Signature ___Francis P Sullivan_____
          (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)

_____Francis D Sullivan_____
              Typed or printed name

_____President_____
              Title