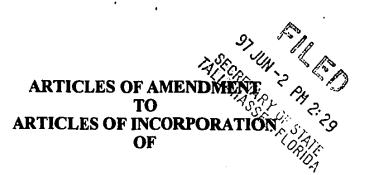
R&FABESIGNS

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AM TR-12

R.&F DESIGNS , Inc . 330 Greco fiverus Suite 108 CORRL GRBLES R. 33146-Phone (305) 567-9644 Fax 567-9506



RrF	Disigno Dre	
	(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)

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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:

100% Shares- Francis D Solvani P.VP. T. S.

	_		
THIRD:	The date of each amendment's adoption: $5 - 38 - 91$		
FOURTE	I: Adoption of Amendment(s) (CHECK ONE)		
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
C	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 , 1997 .		
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)		
	Francis D Solivan Typed or printed name President		
	President.		
	ille		