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FROM: FOWLER, WHITE, BURNETT, ET AL  
CONTACT: JUDITH D RODMAN  
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NAME: MARBLE-ONYX DISTRIBUTORS, INC.  
AUDIT NUMBER.....H97000014623  
DOC TYPE.....BASIC AMENDMENT  
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TALLAHASSEE, FLORIDA

Amendment  
9/5/97 DC

Audit No. H97000014623

ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
MARBLE-ONYX DISTRIBUTORS, INC.

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97 SEP -4 PM 4:26SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(Under Section 607.1006 of the Florida Business Corporation Act)

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned ENRIQUE SCHMID, as President and Secretary of MARBLE-ONYX DISTRIBUTORS, INC., a Florida corporation (the "Corporation"), hereby certifies,

FIRST: The name of the corporation is MARBLE-ONYX DISTRIBUTORS, INC.

SECOND: Article VI, Initial Board of Directors, is hereby deleted in its entirety, and the following new Article VI, Board of Directors, is inserted in lieu thereof:

"ARTICLE VI - BOARD OF DIRECTORS

"The business affairs of the Corporation shall be governed by a Board of Directors comprised of either four (4) or eight (8) individuals. In the event the Board has four (4) members, resolutions shall be valid only if by unanimous vote. In the event the Board has eight (8) members, resolutions shall be valid only if approved by at least seven (7) members."

THIRD: The Amendment effectuated by these Articles of Amendment was approved on August 25th, 1997 pursuant to the written consent of the holder of all the issued and outstanding shares of existing common stock, par value \$.01 per share, of the Corporation, and such amount was sufficient for approval of the foregoing amendment. There is no other voting group of the Corporation entitled to vote on the amendment effectuated by these Articles of Amendment.

IN WITNESS WHEREOF, ENRIQUE SCHMID, President and Secretary of the Corporation, has hereunto signed his name this 25th day of August, 1997.

MARBLE-ONYX DISTRIBUTORS, INC.

BY:

ENRIQUE SCHMID,  
as President and Secretary

Thomas M. Parker, Esq.  
Fowler, White, Burnett, Hurley,  
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