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September 18, 1998

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

600002644536--5
-09/21/98--01072--018
*****35.00 *****35.00

RE: Bonanza Chemical Co., Inc.

Dear Ladies and Gentlemen:

Please find enclosed herewith for filing the Amendment to Articles of Incorporation of Bonanza Chemical Co., Inc., along with my check in the amount of \$35.00. Please send a letter to the undersigned confirming your receipt of the enclosed document.

Thank you for your time and courtesy herein.

Respectfully,


VICTOR P. DEBIANCHI JR.

VPD:mc
Enclosures

FILED
98 SEP 21 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
9-25-98
CC

AMENDMENT TO ARTICLES OF INCORPORATION
OF
BONANZA CHEMICAL CO., INC.

FILED
98 SEP 21 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I the undersigned, being President and Director of BONANZA CHEMICAL CO., INC., a Florida corporation, do hereby certify that at a special meeting of Directors and Stockholders of said corporation, called for that expressly stated purpose, duly called and held in the City of Hollywood on the 18th day of September, 1998, at 11:00 a.m, at which meeting all of the outstanding shares of the capital stock of said corporation, issued and outstanding, were represented in person or by proxy, resolutions as hereinafter set forth in this Amendment were approved by unanimous consent of all shareholders entitled to vote:

RESOLVED, that MANFRED R. BAYER is hereby deleted as president and director. He shall be replaced by CHRIS MATZENBERGER who shall now be the sole President and the sole director of BONANZA CHEMICAL CO., INC. Furthermore, MANFRED R. BAYER shall be deleted as registered agent and shall be replaced by CHRIS MATZENBERGER. CHRIS MATZENBERGER'S address is

69 NW 8th Street, Boca Raton, FL 33431.
Additionally, the corporate address shall be changed to
Mailng address: P.O. Box 8505, Ft. Lauderdale, FL 33310.

BE IT FURTHER RESOLVED that MANFRED R. BAYER is removed as president and director.

BE IT FURTHER RESOLVED that CHRIS MATZENBERGER shall be the sole director and officer.

BE IT FURTHER RESOLVED that MANFRED R. BAYER shall be removed as registered agent and replaced by CHRIS MATZENBERGER. CHRIS MATZENBERGER hereby accepts the position of registered agent and is familiar with the duties and responsibilities of the same.

BE IT FURTHER RESOLVED that the new corporate address is
69 NW 8th Street, Boca Raton, FL 33432.

BE IT FURTHER RESOLVED that the President of this corporation be and he is hereby authorized and directed to make, execute and acknowledge a certificate, under the corporate seal of this company, embracing the foregoing resolutions, and cause such certificate to be filed, recorded and published in the manner required by law.

And we do further certify that the said resolutions and said Articles of Incorporation, so amended, were at a meeting of the Board of Directors held on the 18th day of September, 1998, at which a majority of all of the members of said Board were present and voted, fully adopted, ratified and confirmed.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 18th day of September, 1998.

BONANZA CHEMICAL CO., INC.



MANFRED R. BAYER, President

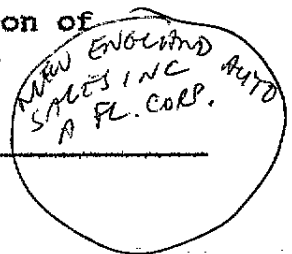
I, CHRIS MATZENBERGER, hereby accept the position of registered agent and am familiar with the duties and responsibilities of the same.



CHRIS MATZENBERGER

STATE OF FLORIDA

COUNTY OF BROWARD



I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared MANFRED R. BAYER, the President and Director of the foregoing corporation, and CHRIS MATZENBERGER, who are personally known to

me and who took an oath, and to me known to be the persons described in and who executed the foregoing Amendment and who acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 18th day of September, 1998.



Notary Public

Print name VICTOR P. DEBIANCHI, JR.

My Commission Expires:

Commission No. _____

