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LAW OFFICES
PESETSKY & ZACK P.A.

WALTER S. PESETSKY
ELLIOTT NOEL ZACK

May 31, 2000

REPLY TO:
[X] 1367 NORTHEAST 162ND STREET
NORTH MIAMI BEACH, FLORIDA 33162
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PEMBROKE PINES, FLORIDA 33024
TELEPHONE: (305) 437-0055

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Certificate of Amendment of Articles of Incorporation
VIRDI II, INC.

300003275433-2
-06/02/00--01093--005
*****43.75 *****43.75

Dear Sir/Madam:

Enclosed please find original and (1) copy of Certificate of Amendment of Incorporation for VIRDI II, INC.. Also enclosed, please find our trust account check in the amount of \$43.75 for filing of the enclosed Certificate of Amendment of Incorporation with the Secretary of State.

Upon filing the enclosed certificate, please return a certified copy of the same to the office of the undersigned.

In addition, for your reference we are enclosing copies of the Articles of Amendment to the Articles of Incorporation of Douglas Equipment Company indicating change of name filed on May 24, 2000. We are sending you these Articles so that you would be aware that the name is available.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,

PESETSKY & ZACK, P.A.


ELLIOTT NOEL ZACK

ENZ:me
Encs.

FILED
00 JUN -2 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
+ NIC
Gaye
6/15/00

FILED

00 JUN -2 AM 10: 56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VIRDI II, INC.
n/k/a
DOUGLAS EQUIPMENT COMPANY**

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 Adopted:

Article I of the Articles of Incorporation of Virdi II, Inc. was amended by the corporation's board of directors on May 11, 2000.

1. The name of the corporation is now Douglas Equipment Company.
2. Article I of the Articles of Incorporation of Virdi II, Inc. was amended to read as follows:

The name of the corporation shall be Douglas Equipment Company. Its principal place and office of business shall be in Miami, Dade County, Florida, with branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

SECOND: Date of Amendment:


The date of the amendment's adoption is: May 11, 2000

THIRD: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 30th day of MAY, 2000.

Signature:

A handwritten signature in black ink, appearing to be 'Dante Fonda', written over a horizontal line.

DANTE FONDA

typed or printed name

PRESIDENT