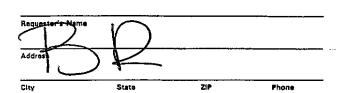
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CORPORATION(S) NAME

5. &-	T. Ven	tures, Inc	2.		
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) Profit					
) NonProfit	<u> </u>	Amendment	()	Merger	
) Foreign	() Dissolution	()	Mark	
) Limited Partnership	() Annual Report	()	Other	
) Reinstatement	() Reservation	()	Change of Registered Agent	
) Certified Copy	() Photo Copies	()	Certificate Under Seal	
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Name
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Verifier

Acknowledgment

W.P. Verifier

DEPARTMENT OF STATE BIVISION OF CORPORATIONS TALLAHASSFE, FLORINA TALLAHASSFE, FLORINA

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CR2E031 (R8-85)



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

July 21, 2000

EMPIRE

TALLAHASSEE, FL

SUBJECT: S&T VENTURES, INC. Ref. Number: P00000062799

We have received your document for S&T VENTURES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 900A00040035

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DIVISION OF YAPPERATIONS

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

S & T VENTURES, 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 being amended - to add TODD M RUSSO in addition to STUART R CANTIN as a director.

SECRETARY OF STATE

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:

7-16-00

THERD:	The date of each amendment's adoption:						
FOURTH:	Adoption of Amendment(s) (CHECK ONE)						
3 .	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.						
۵	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						
	for approval by						
凶	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.						
S	igned this 16 day of JULY 2000	<u>-</u>					
Signature	Success Carolina						
	(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)						
	Stood R. Cowt, w Typed or printed name						
	DIRECTOR						