

FLORIDA FOAM, INC.

1441 S.W. 10TH AVENUE BAY #205
POMPANO BEACH, FL 33069

954-658-9398

November 20, 2000

Department of State
Division of Corporations
Amendments Section
P.O. Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

Re: Florida Foam, Inc.
EIN - 65-1054350

Dear Sir/Madame:

Enclosed please find the original and one copy of the Articles of Amendment to the Articles of Incorporation of Florida Foam, Inc. along with a check in the amount of \$ 43.75 representing the cost of a certified copy and filing fees.

We have enclosed a self-addressed, stamped envelope for your convenience in mailing back the certified copy.

Sincerely,



Florida Foam, Inc.

enclosures - as mentioned

FILED
00 DEC -1 PM 5:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC - 6 2000

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FLORIDA FOAM, INC.

FILED
00 DEC -1 PM 5: 32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.181 of the Florida General Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE 5

The officers of the Corporation shall be:

President:	James H. Boyden
Vice President:	Robert Kaplan
Secretary:	Robert Kaplan
Treasurer:	David Wagner

The following amendment of the Articles of Incorporation was adopted by unanimous written consent by the Board of Directors and the corporation being November 20, 2000, in the manner prescribed by the Florida General Corporation Act:

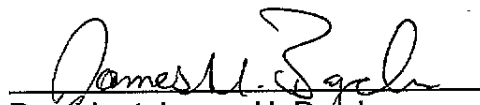
The officers of the Corporation are amended as follows:

President:	James H. Boyden
Vice President:	David Wagner
Secretary:	Robert Kaplan
Treasurer:	Robert Kaplan


ADOPTION OF THE AMENDMENT

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

IN WITNESS THEREOF, the undersigned officers of the Corporation has executed these Articles of Amendment the 20th day of November 2000.



President James H. Boyden



Secretary, Robert Kaplan