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March 26, 2002

DEPARTMENT OF STATE
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

100005184101--2

-03/28/02--01009--001

*****70.00 *****35.00

Re: Amendment to Articles of Incorporation: S.A.P., Inc. and S & A Professionals

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Amendment to Articles of Incorporation along with a check for \$70.00 to cover the filing fees for each of the above referenced corporations.

If there are any problems, do not hesitate to contact me.

Sincerely,



Jill Newman

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 MAR 28 AM 11:10

Amendment
LFS
4-3-02

2002 MAR 28 AM 11:10

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION FOR
S & A PROFESSIONALS , INC.**

The undersigned, being the officers and directors of S & A PROFESSIONALS, INC., a Florida corporation, hereby certify that the following Amendments to the Articles of Incorporation were duly adopted unanimously by all officers and directors at a meeting duly held by them on the 13th day of February, 2002.

AMENDMENTS

1. Article Eight is amended to read as follows:

The number of shares that the corporation shall be authorized to have outstanding is One Hundred (100) with a par value of \$1.00 which have been issued to the following persons in the following manner:

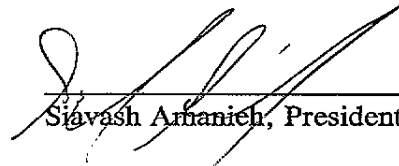
Siavash Amanieh
Shares: 50

Ahmad K. Dastjerdi
Shares: 50

2. All members who were entitled to cast a vote on the proposed amendment, have done so and all members have voted in favor of said amendment.
3. This amendment was adopted by the Board of Directors on the 13th day of February, 2002.
4. Shareholder action was not required.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

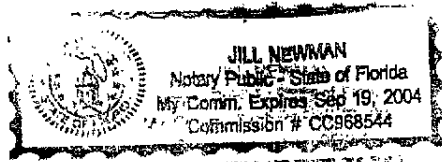
IN WITNESS WHEREOF, We hereby set our hands this ___ day of February, 2002.



Siavash Amanieh, President

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this ___ day of February, 2002, by Siavash Amanieh, as an officer and director of the foregoing corporation who is authorized to sign of behalf of the corporation and who is personally known to me or who produced her drivers license.





NOTARY PUBLIC