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August 8, 1997

Secretary of State
Division of Corporations
Amendment Section
PO Box 6327
Tallahassee, FL 32314

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*****87.50 *****87.50

FILED
97 AUG 12 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

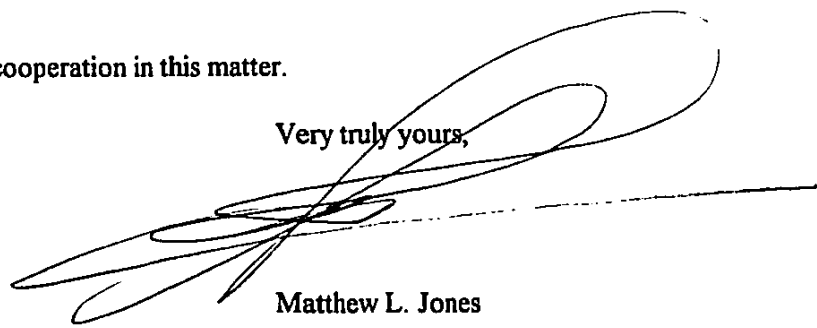
Re: Articles of Amendment to Houston Cuozzo Group, Incorporated

Dear Sirs:

Enclosed please find the original and two copies of the articles of amendment to the articles of incorporation of the Houston Cuozzo Group, Incorporated together with my client's check in the amount of \$87.50 which represents the fee for this service. Please file the amendment and return a certified copy of the articles to me in the enclosed self-addressed stamped envelope.

Thank you for your cooperation in this matter.

Very truly yours,



Matthew L. Jones

MLJ/dpm
Enclosures

MLJ
dpm
8-20

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
HOUSTON CUOZZO GROUP, INCORPORATED

FILED
97 AUG 12 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Articles of Incorporation of Houston Cuozzo Group, Incorporated are amended to include an additional article entitled Article VI to provide as follows:

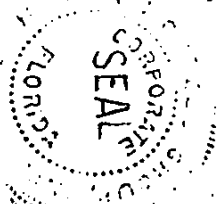
ARTICLE VI

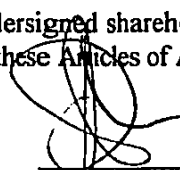
The corporation shall appoint the following individuals as the duly noted corporate officers:

Donald J. Cuozzo: President, Treasurer
Craig Michael Houston: Vice President, Secretary

2. The foregoing amendment was adopted by the shareholders, officers and directors of Houston Cuozzo Group, Incorporated on this 8th day of July, 1997

IN WITNESS WHEREOF, the undersigned shareholders, officers and directors of Houston Cuozzo Group, Incorporated has executed these Articles of Amendment on the 8th day of July, 1997.





DONALD J. CUOZZO
Officer, Director and Shareholder

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 8th day of July, 1997, by Donald J. Cuozzo who is personally known to me or [] who has produced _____ (TYPE OF IDENTIFICATION) as identification and who [] did or did not take an oath. He subscribed the above Articles of Amendment, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)



Matthew L. Jones
My Commission CC589056
Expires Sep. 29, 2000

(Print Name)
NOTARY PUBLIC
My Commission Expires:

C. Michael Houston

CRAIG MICHAEL HOUSTON
Officer, Director and Shareholder

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 8th day of July, 1997, by C. Michael Houston who is personally known to me or who has produced _____ (TYPE OF IDENTIFICATION) as identification and who did or did not take an oath. He subscribed the above Articles of Amendment, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.



(Print Name)

NOTARY PUBLIC
My Commission Expires:

(SEAL)  Matthew L. Jones
My Commission CC589058
Expires Sep. 29, 2000