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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 200549 10831A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 35.00

ORDER DATE : December 24, 1996

ORDER TIME : 9:45 AM

ORDER NO. : 200549-005

CUSTOMER NO: 10831A

500002037645--0

CUSTOMER: Greg Blodig, Esq
Greenspoon Marder Hirschfeld
Suite 700
100 W. Cypress Creek Road
Ft. Lauderdale, FL 33309

DOMESTIC AMENDMENT FILING

NAME: SCORPIO INTERNATIONAL, INC.

EFFECTIVE DATE: 1-1-97

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: _____

FILED
96 DEC 24 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/24
NC

RECEIVED
2000 JAN 05 11:00 AM
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-1-97

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
SCORPIO INTERNATIONAL, INC.**

FILED
96 DEC 24 PM 2: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President of Scorpio International, Inc., a corporation organized under the laws of the State of Florida, hereby certifies as follows:

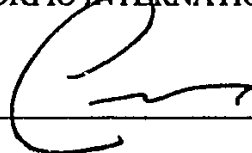
1. The name of this corporation is Scorpio International, Inc.
2. That at a special meeting of the Board of Directors of said corporation held on the 4th day of December, 1996, the Board of Directors unanimously resolved that the Amendment to the Certificate of Incorporation as contained herein be presented to the stockholders of the corporation for their action.
3. That at a special meeting of the stockholders of said corporation held on the 4th day of December, 1996, the stockholders of the corporation unanimously approved the proposed Amendment to the Certificate of Incorporation contained herein.
4. The recommended Resolution of the Board of Directors, the same being the Amendment unanimously approved by the stockholders of said corporation, is as follows:

RESOLVED, that the corporation's name, Scorpio International, Inc., be changed to Meatra America, Inc., and that said name be used by the corporation as its corporate name, effective at the beginning of business on January 1, 1997.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed and executed by Herbert P. Goertz, as President, this 16 day of December, 1996.

SCORPIO INTERNATIONAL, INC.

By: _____



, President

AFFIDAVIT

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

On this day, personally appeared before me, Gregory Blodig, who being by me first duly sworn, an oath, deposes and says:

1. Affiant caused Meatra America, Inc. (the "Corporation") to be incorporated with Florida Department of State, Division of Corporations, on January 24, 1995.
2. Affiant was elected president of the Corporation.
3. The operations of the Corporation never commenced.
4. The Corporation was administratively dissolved by the State of Florida on August 23, 1996.
5. The Corporation will not be reinstated and it no longer claims any right to use the name, "Meatra America."
6. To the extent, necessary or appropriate, the undersigned consents to the use of the name Meatra America by Scorpio International, Inc.

This Affidavit is being made to the Florida Department of State.

Further affiant sayeth not.

MEATRA AMERICA, INC.

By:

Gregory Blodig
Gregory Blodig, as President

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 23 day of December, 1996 by Gregory Blodig as president of Meatra America, Inc., (who is personally known) to me or has produced _____ as identification and who did/did not take an oath.

Melanie K. Ortega
NOTARY PUBLIC, STATE OF FLORIDA

Print name: Melanie K. Ortega
Commission Number: CC478078

