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FLORIDA DIVISION OF CORPORATIONS

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NAME: FLORIDA GROUP OF JACKSONVILLE, INC.
AUDIT NUMBER.....H97000005274
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TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
OF
FLORIDA GROUP OF JACKSONVILLE, INC.
Charter No. P93000007193
(Reflecting name change to
FGI, INC.)

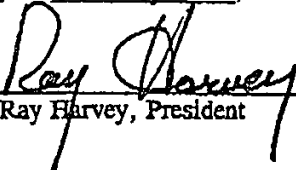
Pursuant to Sections 607.1001, 607.1004, 607.1006, and 607.1009, Florida Business Corporation Act, the following provisions of the Articles of Incorporation of Florida Group of Jacksonville, Inc., a Florida corporation, filed in Tallahassee on January 28, 1993 be and they hereby are amended in the following particulars:

Article 1, Section 1.1 be and it hereby is amended to read as follows:

"The name of this corporation is FGI, Inc. "

The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 26th day of February, 1997. The only voting group entitled to vote on the adoption of the Amendment consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment this 18 day of March, 1997.


Ray Harvey, President

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TALLAHASSEE, FLORIDA

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 TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
 COUNTY OF DADE)

AFFIDAVIT FOR NAME USE

BEFORE ME, the undersigned authority, personally appeared Marshall H. Cohen, the President of FGI, Inc., a Florida corporation (the "Company"), who, being by me duly sworn, certified as follows:

1. The Company was administratively dissolved on August 23, 1996.
2. The Company will not be filing for a reinstatement.
3. For purposes of a name change, the Company hereby permits and consents to Florida Group of Jacksonville Inc.'s immediate use of the name "FGI, Inc." within the state of Florida.

FURTHER AFFIANT SAYETH NOT.

The execution of this Affidavit by the undersigned constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Affidavit this 24th day of February, 1997.

FGI, INC.

By: *Marshall H. Cohen*
 Marshall H. Cohen, President

The foregoing instrument was acknowledged before me this 24th day of February, 1997, by Marshall H. Cohen. Such person did take an oath and: *(notary must check applicable box)*

- is/are personally known to me.
- produced a current Florida driver's license as identification.
- produced _____ as identification.

{Notary Seal must be affixed}

OFFICIAL NOTARY SEAL
 PHILLIP J. GOLDSTEIN
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC433541
 MY COMMISSION EXP. JAN. 21, 1999

Phillip J. Goldstein
 Signature of Notary
 Name of Notary (Typed, Printed or Stamped)
 Commission Number (if not legible on seal): _____
 My Commission Expires (if not legible on seal): _____