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Certified Public Accountants, P.A.

MEMBERS OF AMERICAN AND FLORIDA INSTITUTES OF CERTIFIED PUBLIC ACCOUNTANTS

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July 17, 1999

Florida Department of State
Division of Corporations
Tallahassee, Florida 32399

Gentlemen:

Enclosed please find a remittance totalling \$35.00 for the filing of the Name-Change Amendment for O'Neill International Inc. changing its name to The Justin Group Inc.

Sincerely,



Elizabeth M. Kelly
Kelly & Kelly, C.P.A.'s P.A.

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-08/03/99--01143--004
*****35.00 *****35.00

FILED
99 AUG -9 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C

V. SHEPARD AUG 17 1999.

ARTICLES OF AMENDMENT

OF

O'Neill International Inc.

FILED
99 AUG -9 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Article I of the Articles of Incorporation of O'Neill International Inc. a Florida Corporation, is hereby amended to read:

The name of the Corporation is The Justin Group Inc. and its principle office and mailing address shall be:

3020 N. Federal Hwy
Suite 11B
Ft. Lauderdale, FL 33306

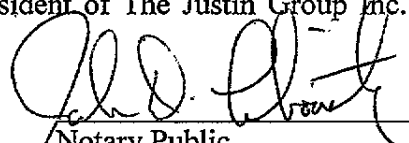
2. The foregoing amendment was adopted by the Directors of this corporation on July 17, 1999 and by the Shareholders on July 17, 1999.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this day of July 17, 1999.


Harry O'Neill

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

The foregoing Articles of Amendment were sworn to and acknowledged before me this day of July 17, 1999 by Harry O'Neill as President of The Justin Group Inc. a Florida Corporation.


Notary Public
My Commission Expires:

JACK D. LEDOWITZ
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 12, 2000