

LAW OFFICES
GARY R. SASLAW, P.A.
20801 BISCAYNE BOULEVARD
SUITE 304
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

P93000059981

(305) 682-0200
FAX (305) 682-1800

July 9, 1997

VIA FEDERAL EXPRESS

Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

600002234776--3
-07/10/97--01037--0014
*****\$87.50 *****\$87.50


Re: Tazmanian Devil, Inc.

Dear Sir:

Enclosed are two executed originals of the Articles of Amendment of Articles of Incorporation and a check to your order in the amount for \$87.50 covering the following:

Filing Fee	\$35.00
Certified Copy Fee	<u>52.50</u>
TOTAL	\$87.50

Please return the certified copy of the Articles of Amendment in the return envelope provided for your convenience.

Sincerely yours,
GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs
Enclosures

Copy to: Mr. Andrew Dorfman

FILED
97 JUL 11 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TATG0903

Amend
LFS
7-11-97

LAW OFFICES
GARY R. SASLAW, P.A.
20801 BISCAYNE BOULEVARD
SUITE 304
AVENTURA, FLORIDA 33180-1422

GARY R. SASLAW
OF COUNSEL
WILLIAM J. SEGAL

(305) 682-0200
FAX (305) 682-1800

July 10, 1997

VIA FEDERAL EXPRESS

PERSONAL AND CONFIDENTIAL

Ms. Louise Jackson
Division of Corporations
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Tazmanian Devil, Inc.

Dear Ms. Jackson:

Per our conversation, enclosed please find two executed originals of the Articles of Amendment of Articles of Incorporation.

The filing fee and fee for a certified copy were received by you yesterday.

Please return the certified copy of the Articles of Amendment in the return envelope provided for your convenience. Please also return the documents which were erroneously sent to you yesterday.

Your help has been greatly appreciated.

Sincerely yours,

GARY R. SASLAW, P.A.

Gary Saslaw

wak:gs
Enclosures

TATG0903.1

FILED
97 JUL 11 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUL 11 AM 10:27
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
TAZMANIAN DEVIL, INC.

FILED
97 JUL 11 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 and Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is TAZMANIAN DEVIL, INC.
2. The Articles of Incorporation are amended to reclassify 7,500 shares of voting common stock of Tazmanian Devil, Inc., having a par value of \$1.00 per share, into 3,750 shares Class A common stock having a par value of \$1.00 per share and 3,750 shares of Class B common stock having a par value of \$1.00 per share. The shares of Class A common stock shall be entitled to vote on all issues submitted to a vote. The shares of Class B common stock shall not be entitled to any voting rights. Except for the difference in voting rights, the Class A and Class B common stock shall be identical with regard to all preferences, limitations and relative rights. Each shareholder shall exchange his existing shares for the reclassified shares on the basis of 2 existing shares of common stock for 1 share of Class A common stock and 1 share of Class B common stock.
3. The aforesaid amendment was adopted by written action of all of the shareholders of the common stock of the Corporation eligible to vote, manifesting their intention that this Amendment to the Articles of Incorporation be adopted on the 10 day of July, 1997 and shall be effective as of 12:01 A.M. on the date of filing with the Secretary of State.

Executed this 10 day of July, 1997.

TAZMANIAN DEVIL, INC.

By:  (PWS)

Andrew Dorfman, President

ATTEST:


Andrew Dorfman, Secretary

(Corporate Seal)

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 10 day of July, 1997 by ANDREW DORFMAN, as President and Secretary of TAZMANIAN DEVIL, INC., a Florida corporation. He is personally known to me or has produced Florida Driver's License as identification.

Notary Public

State of Florida

My commission expires:

My commission number is: _____

NOTARY PUBLIC, STATE OF FLORIDA
GARY SASLAW
COMMISSION NO: CC-402608
MY COMMISSION EXPIRES
AUG. 23, 1998