

APR 13 '98 11:44 TO 18509224001

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FLORIDA DIVISION OF CORPORATIONS

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NAME: 255 MICHIGAN CORP.
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Amendment
4/13/98
DC

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FROM-HODGSON & RUSS

T-041 P.01/05 F-044


HODGSON RUSS
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GOODYEAR^{LLP}
ATTORNEYS AT LAW

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April 13, 1998

VIA TELECOPY/850-922-4001

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

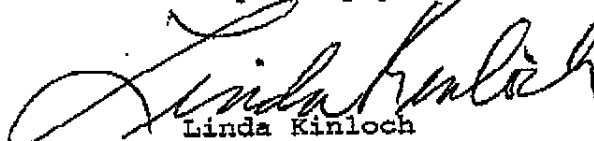
RE: 255 Michigan Corp.

Enclosed are the Articles of Amendment of Articles of
Incorporation of 255 Michigan Corp.

Please charge our account accordingly and forward a
certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


Linda Kinloch
Legal Assistant

Attachment

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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
255 MICHIGAN CORP.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Dean Ziff, being the President of 255 Michigan Corp. (the "Corporation"), does hereby certify:

1. The name of the Corporation is 255 Michigan Corp.

2. Article III of the Articles of Incorporation, which provides that the aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 common shares each of the par value of \$.01 per share, is hereby amended to change such authorized shares, whether issued or unissued, into 10,000 shares of which 100 shares of the par value of \$.001 shall be voting common shares and 9,900 shares of the par value of \$.001 shall be non-voting common shares. To effect such amendment, Article III of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

THIS INSTRUMENT PREPARED BY:

Anthony L. Dutton, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, FL 33431; (561) 394-0500
Florida Bar No. 268046

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"ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue is ten thousand (10,000) shares of which one hundred (100) shares of the par value of \$.001 per share shall be designated voting common shares (Class A Common Shares) and nine thousand nine hundred (9,900) shares of the par value of \$.001 per share shall be designated non-voting common shares ("Class B Common Shares"). The holders of the Class B Common Shares shall not be entitled to vote at any meeting of shareholders or otherwise to receive notice of any meeting of shareholders. The Class B Common Shares shall not be included in determining a quorum for the transaction of any business or the number of shares voting or entitled to vote on any matters to be voted on by the shareholders of the Corporation."

3. Immediately prior to the foregoing amendment, there were 100 issued and outstanding common shares of the par value of \$.01 per share. As a result of the foregoing amendment, each such issued and outstanding share shall automatically be changed into one (1) share of Class A Common Shares and ninety nine (99) shares of Class B Common Shares so that after such change there shall be one hundred (100) Class A Common Shares and nine thousand nine hundred (9,900) Class B Common Shares issued and outstanding. As a result of such change, all of the authorized shares of the Corporation shall be issued and outstanding.

The stated capital of the Corporation shall remain the same as a result of the foregoing amendments.

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4. The foregoing amendment of the Articles of Incorporation was authorized by the unanimous written consent of the Board of Directors of the Corporation on April 6, 1998 followed by the written consent on April 6, 1998 of the holders of all of the outstanding shares of the Corporation entitled to vote thereon. The number of votes cast for the foregoing amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment of Articles of Incorporation this 6 day of April, 1998.



Dean Ziff, President

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