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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: THE HANDY CANDY FRUIT & NUT COMPANY

AUDIT NUMBER.....H97000003842

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 3

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97 MAR -6 PM 11:42

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
THE HANDY CANDY FRUIT & NUT COMPANY

FILED
97 MAR -6 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the President and Secretary of The Handy Candy Fruit & Nut Company, a Florida Corporation, does hereby certify the Special Joint Meeting of the Shareholders and Directors of the Corporation held on March 3, 1997, duly and regularly called and held in accordance with the provisions of the Florida Statutes and the By-Laws of The Handy Candy Fruit & Nut Company, at which meeting all of the Stockholders and Directors of the Corporation were present, and unanimously adopted the following resolution:

RESOLVED that Article I of the Articles of Incorporation of The Handy Candy Fruit & Nut Company, be and hereby are amended to read as follows:

ARTICLE I

The name of this Corporation shall be:

AMERICAN INTERNATIONAL PASSPORT PHOTOS, INC.

Said Amendment shall become effective upon filing of the Articles of Amendment with the Secretary of State, State of Florida.

Prepared By:
Paul H. Freeman, Esq.
Bar No. 161840
9100 S. Dadeland Blvd., Ste. 1406
Miami, Florida 33156
(305) 670-5999

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IN WITNESS WHEREOF I have hereunto set my hand and seal of
said Corporation this ____ day of March, 1997.

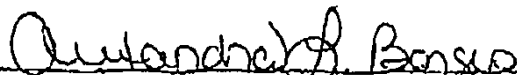


AVERY UGENT, President and Secretary

STATE OF FLORIDA
COUNTY OF DADE

EXECUTION OF the foregoing instrument was acknowledged before
me this 5th, day of March, 1997, by Avery Ugent, President and
Secretary of The Handy Candy Fruit & Nut Company, who is personally
known to me or who has produced sufficient evidence of
identification (described below) and who did take an oath.

Description of identification produced: _____



NOTARY PUBLIC - SIGNATURE ABOVE

NOTARY NAME: _____ (Affix Notary Seal)
COMMISSION NO.: _____
COMMISSION EXP. DATE: _____
Notary Name/Commission No./Exp. Date - type or printed



ALEXANDER L. BENSON
My Commission CC320029
Expires Oct. 31, 1997

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