

LAW OFFICES OF  
BARRY A. DIAMOND, P.A.

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P94000045175

April 7, 1997

Corporate Records Bureau  
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

200002145202--2  
-04/16/97-01094--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Articles of Amendment

Gentlemen:

Enclosed herewith, in duplicate, please find Articles of Amendment for HPH Group, Inc.

Also enclosed is my check number 1797 in the amount of \$35.00 for filing the Articles of Amendment and a copy to be returned to the undersigned at the above-referenced address.

If you have any questions, please do not hesitate to contact me.

Sincerely,

  
Barry A. Diamond

BAD/sl  
enclosures

W/ P94000045175  
A. Diamond  
4-15-97

APPROVED

ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, as executed by its President and Secretary and acknowledged by its Secretary, hereby executes these Articles of Amendment as follows:

A. The name of the corporation is HPH GROUP, INC.

B. The Amendment as duly adopted is as follows:

The name of the corporation shall be changed from HPH GROUP, INC. to CORPORATE ASSET ADVISORS, INC., effective as of the date of the filing of these Articles of Amendment with the Florida Department of State.

The above Amendment was unanimously adopted at a Special Meeting held on the 2nd day of April, 1997, by the Board of Directors and Shareholders of the Corporation in accordance with Florida Statutes 607.1003, whereby the number of votes cast by the Shareholders for such Amendment was sufficient, as evidenced by the execution of these Articles of Amendment.

CORPORATE SEAL

HPH GROUP, INC.

ATTEST:

W. R. D.  
Its Secretary

BY: Michael Katz  
Its President

Michael Katz  
Director/Shareholder

W. R. D.  
Director/Shareholder

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2 day of April, 1997, by MICHAEL KATZ, as President of HPH GROUP, INC., a Florida corporation, who (is personally known to me/has produced proper identification as identification) and who (did/did not) take an oath.

(SEAL)

Christine L. Anderson

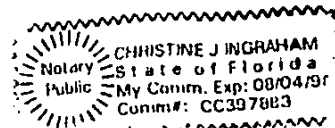
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2nd day of April, 1997, by EDMOND PRINS, as Secretary of HPH GROUP, INC., a Florida corporation, who (is personally known to me/has produced Driver's Lic. as identification) and who (did/did not) take an oath.

(SEAL)

Christine J. Ingraham  
Please Print Name: CHRISTINE J. INGRAHAM

Notary Public, State of Florida at Large  
Serial No. (if any): CC 397883



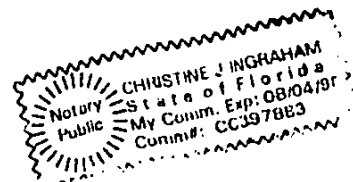
STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2 day of April, 1997, by MICHAEL KATZ, who (is personally known to me/has produced Driver's Lic. as identification) and who (did/did not) take an oath.

(SEAL)

Christine J. Ingraham  
Please Print Name: CHRISTINE J. INGRAHAM

Notary Public, State of Florida at Large  
Serial No. (if any): 397883



STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 2 day of April, 1997, by EDMOND PRINS, who (is personally known to me/has produced Driver's Lic. as identification) and who (did/did not) take an oath.

(SEAL)

Christine J. Ingraham  
Please Print Name: CHRISTINE J. INGRAHAM

Notary Public, State of Florida at Large  
Serial No. (if any): 397883

