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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FILINGS, INC.

ACCT#: 072720000101

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NAME: 3220 WAREHOUSE CORP. AUDIT NUMBER.....H97000013816 DOC
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

Amendment
8/21/97
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ARTICLES OF AMENDMENT
TO
3220 WAREHOUSE CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT to the Articles of Incorporation of 3220 WAREHOUSE CORP. ("the Company") is made and entered into as of the 19th day of August, 1997.

The undersigned, being all the members of the Company, hereby agrees to modify and amend the Articles of Incorporation of the Company dated November 23, 1994 (the "Articles").

The following Section is hereby added to the Articles:

1. The Company shall not own any asset other than the real property described in Exhibit A annexed hereto (the "Property").

2. For so long as the loan from Citicorp, USA, Inc. , its successors and/or assigns, to the Company in the approximate amount of \$1,575,000.00 (such loan, as modified, amended, or extended, the "Loan") shall remain in existence and unpaid, the Company shall not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Loan.

3. The Company shall not engage in any business other than those necessary for the ownership, management or operation of the Property and any business transactions with any member or affiliate of the Company or any affiliate of any member of the Company shall be entered into upon the terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate of the Company or any member or an affiliate of any member or the Company.

4. The Company shall not make any loans or advances to any third party (including any affiliate of the Company or any member or principal or an affiliate of any member or principal of the Company).

5. The Company shall be solvent and pay its liabilities from its assets as the same shall become due, and the managing member of the Company shall be solvent and pay its liabilities from its assets as the same shall become due.

DAVID G. MURRAY, ESQ.
321 S.E. 15 AVENUE
FT. LAUDERDALE, FL 33301
PHONE: 954-467-2000
FLA. BAR NO. 0152156

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6. The Company shall conduct and operate its business as presently conducted and operated.

7. The Company shall maintain books and records and bank accounts separate from those of its affiliates, including its members.

8. The Company shall be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate thereof, including any member or any affiliate of any member of the Company).

9. The Company shall file its own tax returns.

10. The Company shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations.

11. For so long as the Loan remain outstanding, the Company shall not seek or consent to the dissolution or winding up, in whole or in part, of the Company nor shall the Company permit the managing member of the Company to consent to the dissolution or liquidation in whole or in part of the Company. In the event of a dissolution of the Company effected by the withdrawal or addition of a member, the Company shall continue its existence, unless the members, unanimously vote to dissolve the Company. In the event of any dissolution of the Company, the Company shall not liquidate its interest in the Property without the prior written consent of Lender.

12. The Company shall not commingle the funds and other assets of the Company with those of any member of the Company, any affiliate of a member of the Company or any other person.

13. As long as the Loan remains outstanding, the Company shall not amend the foregoing provisions of this Amendment.

14. The Date of this Amendment, and the date this Amendment is adopted shall be August 19, 1997.

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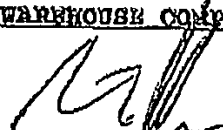
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15. This Amendment was adopted and approved by the Board of Directors and was approved by the shareholders; the number of votes cast for the Amendment by the shareholders were sufficient for approval.

16. To the extent of any inconsistency between the provisions of the Articles and this Amendment, the provisions of this Amendment shall prevail.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date first written above.

3220 WAREHOUSE COMP.



By: James T. Bates, sole member,
director, and shareholder/PRESIDENT

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EXHIBIT "A"

REAL PROPERTY FOR 3220 WAREHOUSE CORP.

Lots 20, 21 and 22, of NELCO INDUSTRIAL SITES, according to the Plat thereof, as recorded in Plat Book 42, at Page 39, of the Public Records of Broward County, Florida.

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