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Law Offices of

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January 24, 1997

Florida Department of State
Division of Corporation
Attn: Amendments
P.O. Box 6327
Tallahassee, FL 33214

97 JAN 28 AM 11:30
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: KAPOK CORPORATION and A.A. RENOVATIONS UNLIMITED CORP.

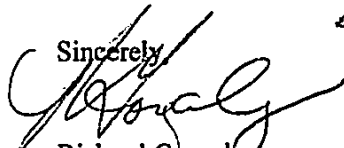
Dear Sir/Madam:

On behalf of Kapok Corporation, a Florida corporation, and A.A. Renovations Unlimited Corp., enclosed please find the original amendments to the Articles of Incorporation of KAPOK CORPORATION, a Florida corporation, and A.A. RENOVATIONS UNLIMITED CORP., a Florida corporation, respectively, for filing.

In addition, I have enclosed our firm check no. 2796 in the sum amount of \$70.00 to cover both corporation's filing fees.

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-01/28/97--01152--009
*****70.00 *****35.00

I thank you for your prompt attention to this matter.

Sincerely,

Richard Gonzalez

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-01/28/97--01152--009
*****70.00 *****35.00

RG/mtc

Enc.

Amend

FILED

97 JAN 28 AM 11:30

AMENDMENT TO ARTICLES OF INCORPORATION
OF KAPOK CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment (s) adopted:

1. Article VI of the Articles of Incorporation of Kapok Corporation, a Florida corporation ("the Corporation") which was filed on May 25, 1995 and First Amended on February 1, 1996, is hereby amended as follows:

The Director of the Corporation shall be:

HILDA R. MEJUTO
Director

2. Article VII of the Articles of the Incorporation of the Corporation shall be hereby amended as follows:

The Officer of the corporation shall be:

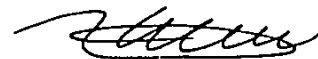
PRESIDENT: HILDA R. MEJUTO
SECRETARY: HILDA R. MEJUTO
TREASURER: HILDA R. MEJUTO

SECOND: The date of each amendment's adoption stated above is on the 6th day of December, 1996.

Adoption of Amendments (s):

The Amendments were approved and adopted by all shareholders, and the number of votes cast for the amendments were sufficient for approval. The number of votes cast for the amendments were sufficient for approval by an unanimous vote.


IN WITNESS WHEREOF, the undersigned, as Treasurer, of the Corporation has executed these Articles of Amendment this 6th day of December, 1996.



HILDA MEJUTO, PRESIDENT/SECRETARY

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 6th day of December 1996, by HILDA MEJUTO authorized officer for the Corporation and on behalf of the Corporation and that she executed such Amendment of the Articles for the purpose therein stated. She personally appeared before me at the time of notarization and is personally known to me or has produced her Florida Drivers License as identification and did/did not take an oath.


NOTARY PUBLIC STATE OF FLORIDA
By: Richard Gonzalez

My commission expires:



RICHARD GONZALEZ
My Commission Expires 5/09/99
Became a Service Ins
No. CC461595

Personally Known Other I.P.