

P95000042808

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS
1919-1992

PAUL S. ANTON
1927-1991

MILTON S. BLAUT X
ALAN B. COHN X
MAURICE M. GARCIA
GENE M. GLASSER X
WILLIAM S. KRÄNER O
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS
KENNETH A. RUBIN
REUBEN M. SCHNEIDER O X
PETER R. SIEGEL
JACK P. WEINS
DAVID WEISMAN O

EDWARD S. RESNICK (RET.)

OF COUNSEL
STANLEY D. GOTTSCHEN V

• BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER

• BOARD CERTIFIED REAL ESTATE LAWYER

• MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
V MEMBER OF OHIO BAR

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PLEASE REPLY TO:

FILE NO.:
Hollywood

CWLPI-0001

December 13, 1996

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-01/22/97--01041--010
*****87.50 *****87.50

CERTIFIED MAIL #P 959 834 938
RETURN RECEIPT REQUESTED
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: CWL Properties, Inc.

Dear Sir or Madam:

Enclosed for filing please find one original and one copy of Articles of Amendment for above referenced corporation. Also enclosed is our firm check in the amount of \$87.50 to cover the required filing and certified copy fees. Please complete the necessary filing and return the certified copy to the undersigned.

I am also enclosing a copy of this letter. please date stamp the copy and return it in the envelope provided for your convenience.

Thank you for your prompt attention to this matter. Please call me if you have any questions.

Very truly yours,

Alan B. Cohn

ABC:jah\218656

Enclosure

c: Mr. Charles W. Lantz

ESTABLISHED IN 1947

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 PM 4:12
Amend
21 JAN 27 1997

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CWL PROPERTIES, INC.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 21 PM 4:12

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

1. The Articles of Incorporation are hereby amended as follows:

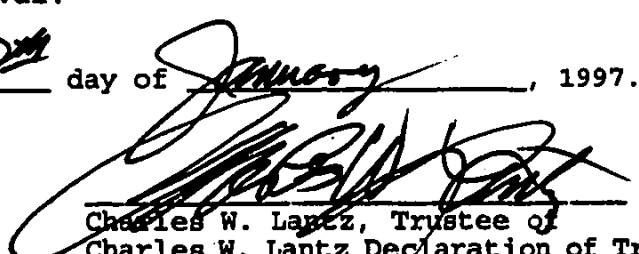
ARTICLE III

This Corporation is authorized to issue one hundred (100) shares of voting Common Stock having a par value of \$1.00 and one hundred (100) shares of non-voting Common Stock having a par value of \$1.00. Both classes of stock shall be equal in all aspects with the exception of voting rights. Each class of stock shall be considered equal as to liquidating dividends. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

2. This Amendment is adopted as of the 9th day of January, 1997.

3. The Amendment was approved by the Shareholders of the Corporation. The number of votes cast for the Amendment was sufficient for approval.

Signed this 9th day of January, 1997.


Charles W. Lantz, Trustee of
Charles W. Lantz Declaration of Trust dtd
January 17, 1989, Sole Shareholder
President