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May 28, 1997

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MILLER WALTON (1901-1987)  
WILLIAM C. LANTAFF (1913-1970)  
LAURENCE A. SCHROEDER (1907-1995)

CERTIFIED MAIL -  
RETURN RECEIPT REQUESTED  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

400002198424--6  
-06/02/97--01148--011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: ANDERI ENTERPRISES, INC.  
Document Number P95000045061  
Articles of Amendment  
Our File No. 2700-76

Dear Sir or Madam:

In my capacity as counsel for the above referenced corporation, I am filing the enclosed Articles of Amendment.

Please accept these Articles of Amendment for filing.

I have also enclosed a check made payable to the Department of State in the amount of \$87.50 which includes the filing fee of \$35.00 and the \$52.50 cost of one certified copy of the Articles of Amendment.

Please send the file stamped copy and the certified copy to my attention at the following address:

Martin E. Segal, Esquire  
Martin E. Segal, P.A.  
2655 LeJeune Road, Suite 1101  
Coral Gables, Florida 33134


N/C  
6/12

CERTIFIED MAIL -  
May 28, 1997  
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Should you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,

  
Martin E. Segal

MES:abc  
Enclosures  
cc: Mr. Andreas C. Kozma

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ANDERL ENTERPRISES, INC.**

FILED  
SECTION 607.1006  
97 JUN -2 PM 10:51

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** The name of this Corporation shall be changed to **COPHARM, INC.**

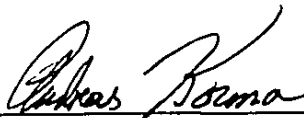
**SECOND:** The date of the adoption of this Amendment is the 27th day of May, 1997.

**THIRD:** The Amendment was approved by the shareholders. The number of votes cast for the Amendment was sufficient for approval.

**FOURTH:** This Amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 27th day of May, 1997.

Signature: \_\_\_\_\_

  
Andreas C. Kozma

Title: \_\_\_\_\_

Vice-President and Director