

9/11/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.
CONTACT: BEVERLY F BRYAN
PHONE: (954)763-1200

ACCT#: 076247002423

FAX #: (954)766-7800

NAME: THE BIG APPLE CORP.

AUDIT NUMBER.....H97000015023

DOC TYPE.....BASIC AMENDMENT

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Amendment
09-25-97
DC

9/11/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

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FAX #: (850) 922-4000

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CONTACT: BEVERLY F BRYAN
PHONE: (954) 763-1200

ACCT#: 076247002423

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 11, 1997

THE BIG APPLE CORP.
690 S.W. 18TH STREET
BOCA RATON, FL 33486

SUBJECT: THE BIG APPLE CORP.
REF: P95000096165

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Darlene Connell
Corporate Specialist

FAX Aud. #: B97000015023
Letter Number: 797A00045192



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

September 25, 1997

THE BIG APPLE CORP.
690 S.W. 18TH STREET
BOCA RATON, FL 33486

SUBJECT: THE BIG APPLE CORP.
REF: P95000096165

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Darlene Connell
Corporate Specialist

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ARTICLES OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
THE BIG APPLE CORP.

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of THE BIG APPLE CORP., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P95000096165, does hereby certify:

FIRST: That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation dated 8/27, 1997, both the Shareholders of Class A Common Stock and all of the Shareholders and Directors approved the amendment to the Corporation's Certificate of Incorporation as follows:

Article IV of the Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE IV
CAPITAL STOCK

A. Authorized Shares The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Forty Two Million One Hundred Thousand (42,100,000) shares consisting of the following:

1. Thirty Million (30,000,000) shares of Common Stock, \$.001 par value share;
2. Seven Million One Hundred Thousand (7,100,000) shares of Common Stock, \$.001 par value per share, designated as Class A Common Stock; and
3. Five Million (5,000,000) shares of Preferred Stock, \$.01 par value per share.

B. Designation of Classes of Common Stock. Subject to the provision of any applicable law, these Articles of Incorporation, or of the Bylaws, and except as otherwise provided by law or herein, the holders of outstanding shares of Common Stock shall exclusively possess the voting power for the election of directors and for all other purposes.

James M. Schneider, Esq., FL BAR # 214388
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
(954) 763-1200

There is hereby established the following designated classes of authorized Common Stock of the Corporation having the rights, preferences, limitations as set forth below:

1. Common Stock, par value \$.001 per share, consisting of Thirty Million (30,000,000) shares. The holders of record of Common Stock shall be entitled to one (1) vote for each share of Common Stock standing in the holder's name on the books of the Corporation. Each share of Common Stock is entitled to share rateably as to all dividends declared by the Board of Directors with respect to the outstanding shares of Common Stock.

2. Class A Common Stock, par value \$.001 per share, consisting of Seven Million One Hundred Thousand (7,100,000) shares. The holders of the Class A Common Stock shall have the same rights and privileges as the Common Stock, except that each share of Class A Common Stock will possess ten (10) votes for each share of Class A Common Stock standing in the holder's name on the books of the Corporation. The holders of the Class A Common Stock shall have the right to vote on any and all matters submitted to the vote of the shareholders of the Corporation. Each share of Class A Common Stock is entitled to share rateably with each share of Common Stock as to all dividends declared by the Board of Directors with respect to the outstanding shares of Common Stock and upon liquidation of the Corporation.

C. Right to Designate Preferred Shares Series of shares of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors, and by the Class A and Common Shareholders of the Corporation dated 8/27, 1997 acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of Sept 3, 1997.

THE BIG APPLE CORP.

By: Ron Cerasuolo

Ron Cerasuolo, President