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ACCOUNT NO. : 072100000032
REFERENCE : 613135 82786A
AUTHORIZATION : Patricia Pignatelli
COST LIMIT : \$ 35.00

ORDER DATE : November 25, 1997
ORDER TIME : 11:09 AM
ORDER NO. : 613135-005
CUSTOMER NO: 82786A

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CUSTOMER: Lori Englander, Legal Asst.
Mamber & Savage
Suite 302a
801 N.e. 167th Street
N. Miami Beach, FL 33162

DOMESTIC AMENDMENT FILING

NAME: BROOKMAN-FELS, COLORADO
SPRINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban
EXAMINER'S INITIALS:

FILED
97 NOV 25 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
97 NOV 25 PM 12:09
DIVISION OF CORPORATION

11/25
Name Change

FILED

97 NOV 25 PM 3:42

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT

TO

BROOKMAN-FELS, COLORADO SPRINGS, INC.

(present name)

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

The name of the Corporation shall hereinafter be known as:

B\F, COLORADO SPRINGS, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption :
NOVEMBER 24, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE):

X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

— The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
voting group

— The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

— The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 24 day of November, 1997.

Signature: _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JONATHAN E. FELS

Jonathan E. Fels

Type or Printed Name

PRESIDENT

Title