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Account Number : 075350000275 Phone

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BASIC AMENDMENT

EASTON-BABCOCK MANAGEMENT, INC.

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Enclosures

cc: Mr. Edward W. Easton

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FIRST AMENDMENT TO ARTICLES OF INCORPORATE OF EASTON-BABCOCK MANAGEMENT, INC.

The name of this Corporation is EASTON-BABCOCK MANAGEMENT, INC., an existing Florida corporation, whose Articles of Incorporation were duly filed on February 16, 1996, with the Florida Department of State, Charter No. P96000015497. The Corporation is active and in good standing, having filed its 1999 Annual Report and paid all fees due to the Florida Department of State. Said Articles of Incorporation be and the same are hereby amended as follows:

Article I in the original Charter is deleted and the following is substituted as the new Article I:

"ARTICLE I

The name of the corporation shall be:

EASTON & ASSOCIATES MANAGEMENT COMPANY"

This First Amendment to Articles of Incorporation was unanimously adopted on March 29, 1999, by the Directors and Stockholders at a duly held Special Meeting.

Except as expressly amended hereby, said Articles of Incorporation of EASTON-BABCOCK MANAGEMENT, INC. shall remain in full force and effect as written.

This Instrument Prepared By: Donald S. Rosenberg, Esq. Florida Bar #0068388 Rosenberg, Reisman & Stein LLP Suite 3050 One S.E. Third Avenue Miami, FL 33131 (305) 358-2600

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SENT BY:

4- 2-99; 12:16; ROS/REIS/STEIN→ 904 487 6012;# 4/16

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IN WITNESS WHEREOF, this First Amendment to the Articles of Incorporation of EASTON-BABCOCK MANAGEMENT, INC. has been executed this 29th day of March, 1999.

EASTON-BABCOCK MANAGEMENT, INC. (SEAL)

President