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P96000029896

September 8, 1997

Department of State
Division of Corporations
ATTN: AMENDMENT SECTION
P. O. Box 6327
Tallahassee, Florida 32314

500002291355--7
-09/12/97--0106--010
*****87.50 *****87.50

RE: Articles of Amendment of SHEPERDS VON VIERGUTZ, INC.


To Whom It May Concern:

Enclosed please find the Articles of Amendment for SHEPHERDS VON VIERGUTZ, INC., and our firm check in the amount of \$87.50 for filing and certified copy of same. We would kindly request that you return the certified copy to our office in the enclosed self-addressed stamped envelope.

Please note that the Articles were amended and filed on June 16, 1997. There was a typographical error in the spelling of the name. The Articles are listed as Sheperds von Viegutz, Inc. and should be listed as SHEPHERDS VON VIERGUTZ, INC.

Should you have any questions or comments regarding the enclosed, please do not hesitate to contact our office. I remain,

Very truly yours,
RICHMAN, DEIFIK, LANIER & ROSS, P.A.
FOR THE FIRM


Lyn Dukes
Assistant to Donald K. Ross, Jr., Esq.
/ld

Enclosures: as noted
cc: Client
dkjr/frye/state.ltr/9-8-97:L

APPROVED
AND
FILED

97 SEP 12 PM 1:57
TALLAHASSEE, FLORIDA
SECTION OF STATE

P96000029896
202
306 copy
x cert copy
9-12-97

ARTICLES OF AMENDMENT
OF
SHEPERDS VON VIERGUTZ, INC.

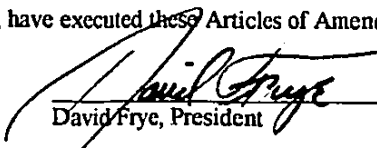
Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-named corporation is hereby amended as follows:

- A. The name of the corporation as set forth in the Certificate of Incorporation of the corporation issued under Document Number P96000029896 on June 16, 1997 and effective June 20, 1997 and as shown in its Articles of Amendment is hereby changed from SHEPERDS VON VIERGUTZ, INC., and the new corporate name of the corporation shall be as follows:

SHEPHERDS VON VIERGUTZ, INC.

- B. The text of the amendment is attached hereto as Exhibit A.
- C. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.
- D. The amendment was adopted on September 9, 1997.
- E. The foregoing resolution was adopted by written consent of all of the shareholders pursuant to Section 607.0704 of the Florida Statutes. There is only one voting group entitled to vote on the amendment, consisting of the holders of all of the issued and outstanding common stock of the corporation. No voting group was entitled to vote separately on the amendment. The number of votes for the amendment was sufficient for approval of the amendment.

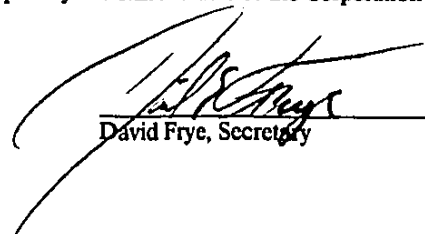
IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Amendment this _____ day of September, 1997.



David Frye, President

Secretary Attest:

I, the undersigned Secretary of SHEPERDS VON VIERGUTZ, INC, do hereby certify that the resolution of amendment set forth herein was duly adopted by the shareholders of the Corporation on _____ 1997.

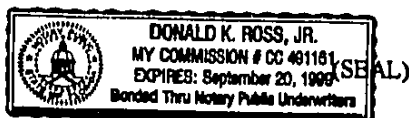


David Frye, Secretary

STATE OF FLORIDA
COUNTY OF FLORIDA

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID FRYE, known to me and known by me to be the person who executed the foregoing Articles of Amendment as Secretary of the Corporation, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this _____ day of _____, 1997.





Notary Public
My Commission Expires:

APPROVED
AND
FILED
97 SEP 12 PM 1:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACTION BY SHAREHOLDERS IN LIEU OF MEETING

We the undersigned being all of the Shareholders of SHEPERDS VON VIERGUTZ, INC., do hereby adopt the following resolutions:

BE IT RESOLVED that the name the Corporation shall be changed and the new name of the Corporation shall be SHEPHERDS VON VIERGUTZ, INC.

BE IT FURTHER RESOLVED that ARTICLE I of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

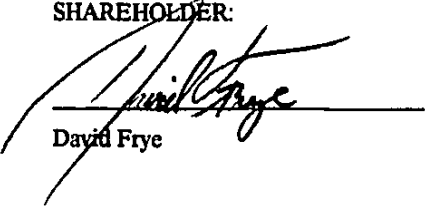
ARTICLE I.

CORPORATE NAME

The name of this corporation is SHEPHERDS VON VIERGUTZ, INC.

Dated: 9/9/97

SHAREHOLDER:



David Frye