## **CORPORATION**

ACCOUNT NO. : 072100000032

7167496

REFERENCE 060103

AUTHORIZATION

\$ 35.00 COST LIMIT

ORDER DATE: December 10, 1998

ORDER TIME : 1:0 PM

ORDER NO. : 060103-005

7167496 CUSTOMER NO:

CUSTOMER: Mr. Layne Verebay

Layne Verebay, P.a.

Ste. 400

888 Se 3rd Ave.

Fort Lauderdale, FL 33322

DOMESTIC AMENDMENT FILING

NAME:

BANNER GROUP, INC.

FEFFICTIVE DATE:

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

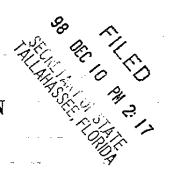
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

700002709087--0

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BANNER GROUP, INC.



Pursuant to the provisions of section 6007.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:

Amendment(s) adopted: (indicate article number(s) being

amented, added or deleted)

Article VI - Board of Directors is amended as follows:

Added as director:
Allan Sinclair
19812 W. Dixie Highway
Miami, FL 33180

Article VII - Officers:

All present officers have resigned and are deleted.

Added as all Officers (President, Vice-President, Treasurer, & Secretary):

Allan Sinclair 19812 W. Dixie Highway Miami, FL 33180

**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: December 9, 1998

| THIRD:  | The date of each amendment's adoption: December 9, 1998  |
|---------|--|
| FOURTH: | Adoption of Amendment(s) (check one)   |
| X       | The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendments(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)                                      |
|         | (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 9 day of December, 1998.   |
|         | Signature <u>alan Zelman</u>   |
|         | Alan Zelman Typēd or printed name  |
|         | Vice President Title   |