



THE UNITED STATES
CORPORATION
COMPANY

P96000039172

ACCOUNT NO. : 072100000032

REFERENCE : 060103 7167496

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 35.00

ORDER DATE : December 10, 1998

ORDER TIME : 1:0 PM

ORDER NO. : 060103-005

CUSTOMER NO: 7167496

Amend

700002709087--0

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.

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: Tamara Odom

EXAMINER'S INITIALS:

AR
12/11/98

RECEIVED
98 DEC 10 PM 1:56
DIVISION OF CORPORATION

FILED
98 DEC 10 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
98 DEC 10 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 amended, 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)

—

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 Alan Zelman

Alan Zelman

Typed or printed name

Vice President

Title