



THE UNITED STATES
CORPORATION
COMPANY

P96000071023

ACCOUNT NO. : 072100000032

REFERENCE : 259730 5315A

AUTHORIZATION : Patricia Pizgu

COST LIMIT : \$ 87.50

ORDER DATE : February 13, 1997

ORDER TIME : 1:25 PM

ORDER NO. : 259730-015

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CUSTOMER NO: 5315A

CUSTOMER: Nelson T. Castellano, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

FILED
97 FEB 13 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ST. REGIS CHAMPIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

AMC
2-14

FILED
97 FEB 13 PM 3:33
SECRETARY OF CORPORATION

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
ST. REGIS CHAMPIONS INC.

FILED
97 FEB 13 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

St. Regis Champions Inc., a corporation organized and existing under the laws of the State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The Amendment to the existing Articles of Incorporation being effected hereby is to delete Section (a) of Article IV of the Articles of Incorporation and to substitute in its place the following:

ARTICLE IV

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by this corporation shall be:

100,000 shares of common stock, par value \$.01 per share (the "Common Stock"); and

5,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock").

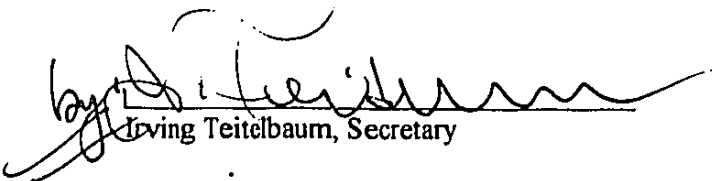
2. This amendment to the Articles of Incorporation was approved and adopted by written consent of the Board of Directors on the 7 day of January, 1997, and no vote of the stockholders was required.

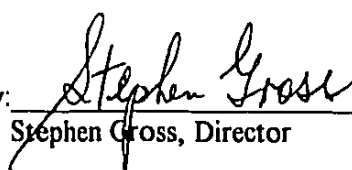
3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

IN WITNESS WHEREOF, St. Regis Champions Inc. has caused these Articles of Amendment of the Articles of Incorporation to be executed this 7 day of January, 1997.

ATTEST:

ST. REGIS CHAMPIONS INC.


Irving Teitelbaum, Secretary

By: 
Stephen Cross, Director