SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

BARNETT PLAZA - SUITE 2800

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

(813) 229-7600

FAX (813) 229-1660

MAILING ADDRESS POST OFFICE BOX 172809 TAMPA, FLORIDA 33672-0609

October 30, 1996

CHARLOTTE OFFICE

227 WEST TRADE STREET SUITE 2150

CHARLOTTE, NORTH CAROLINA 28202

(704) 375-0057

FAX (704) 332-1197

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, FL 32314

Articles of Amendment to Articles of Incorporation of

O'Hagan's USA, Inc.

Our File No.

Charter No. P96000071413

Dear Sir or Madam:

TOLEDO OFFICE

NORTH COURTHOUSE SQUARE

1000 JACKSON

TOLEDO, OHIO 43824-1573

(419) 241-9000

FAX (419) 241-6894

Please find enclosed Articles of Amendment to Articles of Incorporation for the above-captioned corporation. The Articles of Amendment are amending the corporation's name to O'HAGAN'S USA OF FLORIDA, INC. Enclosed is our firm check in the amount of \$87.50 to cover the filing fee and one certified copy of the Articles of Amendment.

Please forward the certified copy to this office.

If you have any questions, please communicate with me.

Very truly/yours,

BHG/rmp

Enclosure

CEncorel

0789, 00026,

700002055837---01/13/97--01067--022 *****87.50 *****87.50



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

January 24, 1997

BRUCE H. GORDON SHUMAKER, LOOP & KENDRICK P.O. BOX 172609 TAMPA, FL 33672-0609

SUBJECT: O'HAGAN'S USA, INC. Ref. Number: P96000071413

We have received your document for O'HAGAN'S USA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The notary public's acknowledgement is incomplete. The seal, signature, and expiration date must be affixed. A notary public cannot notarize his own signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Letter Number: 097A00003679

Linda Stitt Corporate Specialist

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF O'HAGAN'S USA, INC.

1. Article I of the Articles of Incorporation of O'HAGAN'S USA, INC. is amended to read as follows:

ARTICLE I. NAME

The name of the corporation is O'HAGAN'S USA OF FLORIDA, INC.

2. The foregoing Amendment was adopted by the Incorporator of this Corporation without Shareholder action on October 30, 1996.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Amendment to Articles of Incorporation on the 30th day of October, 1996.

BRUCE H. GORDON, Incorporator

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of October, 1996, by BRUCE H. GORDON, as Incorporator, who is personally known to me.

NOTARY PUBLIC

Print:

My Commission Expires:

RONDA M. PARRIS
MY COMMISSION # CC 276097
EXPIRES: May 15, 1997
Bonded Thru Notary PubBe Underwritare

97 FEB 18 PH 1: 23
SECRETAGE STATE
TALLAHAS SEE FLORINA