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January 27, 1997

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Florida 32314

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-01/29/97--01036--004
*****35.00 *****35.00

Re: ARD RI, Inc.

Dear Sir/Madam:

Enclosed is are Articles of Amendment to Articles of Incorporation of Ard Ri, Inc. I also enclose my check in the amount of \$35.00 to cover the cost of filing the Articles of Amendment.

Thank you for your assistance. If you have any questions, please feel free to call.

Very truly yours,



Kristopher E. Fernandez

Enclosures
cc: Ard Ri, Inc.

FILED
97 JAN 29 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ARD RI, INC.

Pursuant to the provisions of §607.1006, Florida Statutes, ARD Ri, Inc. (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation.

1. Amendment adopted:

a) Paragraph 6 of the Articles of the Corporation is hereby amended to state that Patricia Morrissey and John Nolan have resigned as directors of the corporation effective December 17, 1996.

b) Paragraph 6 of the Articles of the Corporation is hereby amended to state that Richard Campion shall serve as the sole director of the Corporation effective December 17, 1996, to serve for the term provided in the Bylaws or until his earlier death, resignation or removal from office.

2. This amendment was adopted by the Corporation on December 17, 1996.

3. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 8 day of January, 1997.

 8/1/97

Richard Campion
as director/president
4228 La Dega Court
Tampa, FL 33611

FILED
97 JAN 29 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA