

EDWARDS & CARSTARPHEN
A Partnership of Professional Associations
Attorneys & Consultants

DEBORAH MORDECAI EDWARDS
M. L. CARSTARPHEN*

OF COUNSEL
KIRK DE LEON

* NOT LICENSED IN FLORIDA. LICENSED IN THE DISTRICT OF COLUMBIA AND NEBRASKA

2906 Douglas Road, Suite 201 • Coral Gables, Florida 33134
Tel: (305) 442-2249 • Fax: (305) 442-0266

1730 K Street N.W., Suite 304 • Washington, D.C. 20006
Tel: (202) 508-3653 • Fax: (202) 331-3759

Sent Via: Federal Express

June 10, 1997

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Florida Secretary of State
Corporate Records Bureau
409 East Gains Street
Tallahassee, Florida 32399

Re: Amended and Restated Articles of Incorporation of: JEM
HOMES INTERNATIONAL, INC.

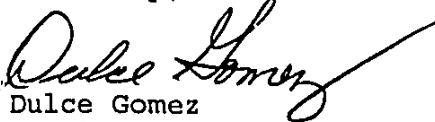
Dear Sir/Madame:

Enclosed please find an Original and one copy of the Amended and Restated Articles of Incorporation and Original and one copy of Resolution of the Board of Directors for the above referenced corporation. Also enclosed please find a check in the amount of \$35.00 representing the filing fee for the above.

Please forward to us a copy of the filed amendment and resolution in the enclosed-self-addressed envelope.

Thank you for your assistance in this matter. Should you need to contact me please call me at (305) 442-2249.

Sincerely,


Dulce Gomez
Legal Assistant

Amend.

dg
Encls.

FILED
97 JUN 11 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UqWU-18-97

ARTICLES OF AMENDMENT OF
JEM HOMES INTERNATIONAL, INC.

The Articles of Incorporation of JEM HOMES INTERNATIONAL, INC., a Florida corporation filed in Tallahassee on November 12, 1996, is hereby amended in the following particulars:

- 1) That Article III of the Articles of Incorporation of JEM be amended to increase the authorized capital of the corporation to 900,000 shares with no par value, divided as follows:
 - a) 400,000 Class A Voting Common Shares;
 - b) 400,000 Class B Non Voting Common Shares;
 - c) 100,000 Class A Cumulative Preferred Shares, the terms of which are to be determined by the Board of Directors of JEM at the time of issuance. Such terms may include, but are not limited to, conversion options into other classes of shares, and the issuance with or without coupons.
- 2) That Article VII of the Articles of Incorporation of JEM be amended to provide for five (5) Directors on the Board of Directors.

The foregoing amendment was adopted by the Directors of the Corporation on May 10, 1997, without Shareholder action. No Shares of the Corporation have been issued.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed this Article of Amendment, this 9th day of JUNE, 1997.

JEM HOMES INTERNATIONAL, INC.

By: _____

Roy R. Dan, President

By: _____

Kalyanmay Ghosh, Secretary

State of Florida)

County of Broward) ss:
Broward)

The foregoing instrument was acknowledged before me this 9th day of June, 1997, by Roy R. Dan as President of JEM HOMES INTERNATIONAL, INC., a Florida Corporation, on behalf of said corporation, who is personally known to me or who has produced _____ as identification and who did/did not take oath.

Mary Gibala
Notary Public, State of Florida
Print Name:
My Commission Expires _____

OFFICIAL NOTARY SEAL
MARY GIBALA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC95822
MY COMMISSION EXP. JULY 27, 1998

[Acknowledgment continues on next page]

State of Pennsylvania)
) ss:
County of Allegheny)

The foregoing instrument was acknowledged before me this 6
day of June, 1997, by Kalyanmay Ghoshhajra, as Secretary of
JEM HOMES INTERNATIONAL, INC., a Florida Corporation, on behalf of
said corporation, who is personally known to me or who has produced
_____ as identification and
who did/did not take oath.

Marilyn Zembruski
Notary Public, State of Pennsylvania
Print Name:
My Commission Expires _____

Notarial Seal
Marilyn Zembruski, Notary Public
Harrison Twp., Allegheny County
My Commission Expires Feb. 23, 2001
Member, Pennsylvania Association of Notaries

RESOLUTION OF THE BOARD OF DIRECTORS OF JEM
HOMES INTERNATIONAL, INC., INCREASING THE
AUTHORIZED SHARE CAPITAL OF THE COMPANY

The Board of Directors of JEM HOMES INTERNATIONAL, INC., ("JEM") at a meeting duly convened and held on May 10, 1997, at which a quorum was present, approved the following Resolutions:

BE IT RESOLVED

- 1) That Article III of the Articles of Incorporation of JEM be amended to increase the authorized capital of the corporation to 900,000 shares with no par value, divided as follows:
 - a) 400,000 Class A Voting Common Shares;
 - b) 400,000 Class B Non Voting Common Shares;
 - c) 100,000 Class A Cumulative Preferred Shares, the terms of which are to be determined by the Board of Directors of JEM at the time of issuance. Such terms may include, but are not limited to, conversion options into other classes of shares, and the issuance with or without coupons.
- 2) That Article VII of the Articles of Incorporation of JEM be amended to provide for five (5) Directors on the Board of Directors.

Dated this 10th day of May, 1997.



Director Mark Vanterpool



PRESIDENT Roy R. Dan

97 JUN 11 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED