



P96000094798

ACCOUNT NO. : 072100000032

REFERENCE : 376955 4728359

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 16, 1999

ORDER TIME : 10:28 AM

ORDER NO. : 376955-005

CUSTOMER NO: 4728359

CUSTOMER: Ms. Jennifer D. Riddle
Bush Ross Gardner Warren &
220 South Franklin Street

Tampa, FL 33602

Name Change Amend
900002988839--4
-09/16/99--01029--014
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: USA LASER, 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: Erika Carlson

EXAMINER'S INITIALS:

FILED
99 SEP 16 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 SEP 16 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FOR
9/16/99

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
USA LASER, INC.

FILED
99 SEP 16 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

USA LASER, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

"ARTICLE I - NAME

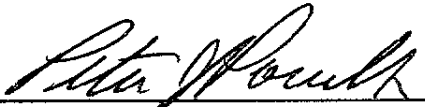
The name of the Corporation shall be Commercial Laser Divest, Inc."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1. above has been duly adopted in accordance with the provisions of §607.0821, .0704 and .1003, Florida Statutes, shareholders holding all of the stock of the corporation and all directors having executed a written statement, dated September 13, 1999 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders having been sufficient for approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Chairman and Chief Executive Officer this 13th day of September 1999.

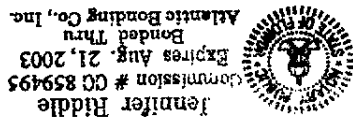
USA LASER, INC.

By: 
Peter J. Porcelli, Jr., Chairman and Chief
Executive Officer

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, under oath, this 13 day of September, 1999 by Peter J. Porcelli, Jr., an individual known to me or who has produced Pa. Dr. Lic. as identification, in his capacity as Chairman and Chief Executive Officer of USA Laser, Inc., a Florida corporation, on behalf of the corporation and for the uses and purposes described therein.



sign Jennifer D. Riddle
print _____

NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

180624.1

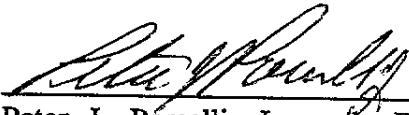
WRITTEN ACTION OF SHAREHOLDER AND DIRECTOR
OF
USA LASER, INC.

The undersigned, being the sole holder of all of the voting common stock and the sole director of USA LASER, INC., a Florida corporation (the "Company"), acting pursuant to the terms of §§607.0821 and .0704, Florida Statutes, and by agreement of the undersigned not otherwise proscribed by the Company's Articles of Incorporation or By-Laws, hereby takes the following written actions in lieu of holding a meeting regarding same:

1. Amendments to Articles of Incorporation: The undersigned hereby authorizes changing the Company's name to Commercial Laser Divest, Inc. and amending the Company's Articles of Incorporation to reflect same.

2. Procedural Matters. The undersigned hereby authorizes the officers of the Company to execute and deliver such other instruments or documents and to do any and all other acts and things which they may deem necessary or advisable to carry out the intent and purpose of the foregoing action.

Dated: September 13, 1999



Peter J. Porcelli, Jr., sole Director and
Shareholder

180638.1