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RUBIN BAUM LEVIN

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FLORIDA DIVISION OF CORPORATIONS

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FROM: RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
075350000132

ACCT#:

CONTACT: KENDALL SPARKMAN
PHONE: (305) 374-7580
(305) 350-2446

FAX #:

NAME: AGHO E FILO CORPORATION

AUDIT NUMBER.....H97000001466

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
AGHO É FILO CORPORATION
(NEEDLE AND THREAD CORPORATION)

FILED
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TALLAHASSEE, FLORIDA

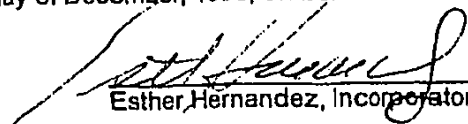
The undersigned, Esther Hernandez, being the sole incorporator of AGHO É FILO CORPORATION, a Florida corporation (the "Corporation") (translated, "Needle and Thread Corporation"), incorporated under the law of the State of Florida on November 25, 1996, under Document No. P96000096018, does hereby certify, attest and serve notice, pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, that Article I of the Articles of Incorporation of the Corporation is hereby amended to read as follows (the "Amendment"):

"ARTICLE I -- NAME

The name of this corporation is EMH REALTY, INC."

Such amendment of the Articles of Incorporation of the Corporation has been duly authorized and directed by the sole incorporator of the Corporation by Written Consent to Corporate Action by Incorporator dated as of December 9, 1996. Shareholder action was not required for the adoption of said Amendment as none of the Corporation's authorized shares of common stock, \$1.00 par value, have been issued to date. All other provisions of the Articles of Incorporation of the Corporation shall remain in full force and effect without any modification thereof.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal in her capacity as aforesaid as of the 10th day of December, 1996, on behalf of the Corporation.


Esther Hernandez, Incorporator

[CORPORATE SEAL]

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me this 10th day of December, 1996, by Esther Hernandez, as Incorporator and on behalf of AGHO É FILO CORPORATION, a Florida corporation; such individual is personally known to me or has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]

OFFICIAL NOTARY SEAL
SUSAN M. WIGTON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC557245
MY COMMISSION EXP. MAY 23, 2000

Print Name: Susan M. Wigton
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

This instrument prepared by:
Marc J. Stone, Esquire
Florida Bar No. 724920
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2600 First Union Financial Center
P.O. Box 018109
Miami, Florida 33101-0100
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Fax Audit No. H97-1466