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ACCOUNT NO. : 072100000032

REFERENCE : 199551 7100411

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Piznik

ORDER DATE : December 23, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 199551-005

CUSTOMER NO: 7100411

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CUSTOMER: Leonard J. Charney, Esq
Leonard Charney, Esq
11 East 44th Street
Ninth Floor
New York, NY 10017

DOMESTIC AMENDMENT FILING

NAME: SEVEN NATIONS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

12/26
Joy
Amard

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of
SEVEN NATIONS, INC. shall be amended to read as
follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under
the authority of, and the business and affairs of the
corporation managed under the direction of its Board of
Directors, subject to any limitation set forth in these
Articles of Incorporation. This corporation shall have
four Directors. The names and addresses of the members
members of the Board of Directors are:

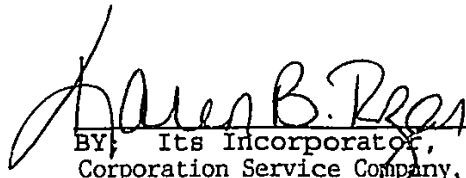
Kirk McLeod Dir.	1014 Garden Circle Winter Garden, Florida 34787
Neil Anderson Dir.	1104 Seminole Drive West Columbia, South Carolina 29169
Jim Struble Dir.	141-5 Thorne Lane Newark, Delaware 19711
Nick Watson Dir.	141-5 Thorne Lane Newark, Delaware 19711

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 24th day of December, 1996.

vlp


BY: Its Incorporator,
Corporation Service Company, Its Agent
Karen B. Rozar