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THE UNITED STATES
CORPORATION
COMPANY

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ACCOUNT NO. : 072100000032

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AUTHORIZATION : Patricia Pizotti

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ORDER DATE : December 20, 1996

ORDER TIME : 1:50 PM

ORDER NO. : 196924-015

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CUSTOMER NO: 111261A

CUSTOMER: Herbert L. Fine, Esq
Herbert L. Fine, Esq
507 Royal Palm Beach Boulevard

Royal Palm Bch, FL 33411

DOMESTIC AMENDMENT FILING

NAME: MACHANTE ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Change w/ Amendment

FILED
97 JAN -3 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/6/97

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97 JAN -3 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLES I, VI, & VII of the Articles of Incorporation of
MACHANTE ENTERPRISES, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

MARCHANTE ENTERPRISES, INC.

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
two Directors. The names and addresses of the initial
members of the Board of Directors are:

Aldo C. Marchante Dir.	12950 Dart Ford Trail Apartment 16 Wellington, Florida 33414
Grisel M. Marchante Dir.	Same

ARTICLE VI. OFFICERS

The name and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Aldo C. Marchante Pres./Sec.	12950 Dart Ford Trail Apartment 16 Wellington, Florida 33414
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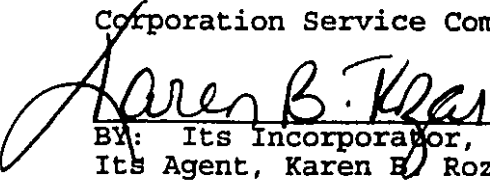
Grisel M. Marchante V. Pres./Treas.	Same
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All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

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

The foregoing amendment was adopted on the 3rd day of January, 1997.

Corporation Service Company


BY: Its Incorporator,
Its Agent, Karen B. Rozar

ACG/das