



THE UNITED STATES
CORPORATION
COMPANY

P9 7000008438

ACCOUNT NO. : 072100000032

REFERENCE : 260973 3487A

AUTHORIZATION :

COST LIMIT :

Patricia Pizant

ORDER DATE : February 14, 1997

ORDER TIME : 11:09 AM

ORDER NO. : 260973-005

800002088108--4

CUSTOMER NO: 3487A

CUSTOMER: Bruce P. Chapnick, Esq
Icard Merrill Cullis Timm
2033 Main Street, Suite 101
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: BLUMS GEMOLOGICAL SERVICES,
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: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 FEB 14 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 FEB 14 PM 12:13
TALLAHASSEE, FLORIDA

*W 97-5698
12-24*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

February 18, 1997

CSC
SUSANA ROMAGOSA
TALLAHASSEE, FL 32301

SUBJECT: BLUMS GEMOLOGICAL SERVICES, INC.
Ref. Number: P97000008438

We have received your document for BLUMS GEMOLOGICAL SERVICES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

THE TEXT OF ARTICLE V AND VI MUST BE CORRECTED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 797A00008532

RESUBMIT
Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1997

CSC
SUSANA ROMAGOSA
TALLAHASSEE, FL

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Karen Gibson
Corporate Specialist

Letter Number: 097A00008089

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLUMS GEMOLOGICAL SERVICES, INC.

FILED
97 FEB 14 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **BLUM & BIEDERMAN, INC. F/K/A BLUMS GEMOLOGICAL SERVICES, INC.**

2. This Corporation's Articles of Incorporation are hereby amended, as follows:

A. **ARTICLE I - NAME.** of this Corporation's Articles of Incorporation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE I - NAME. The name of this corporation is:

BLUM & BIEDERMAN, INC.

B. **ARTICLE IV - CAPITAL STOCK.** of this Corporation's Articles of Incorporation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE IV - CAPITAL STOCK.

The shares of stock of the Corporation shall consist of only one class of stock. The number of shares of stock this Corporation is authorized to issue and have outstanding is Ten Thousand (10,000) shares of Common Stock, having a par value of \$0.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one (1) vote for each share on all matters in which shareholders have the right to vote.

C. **ARTICLE V - OFFICE AND REGISTERED AGENT.** of this Corporation's Articles of Incorporation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE V - REGISTERED AGENT AND ADDRESS.

The street address of the Corporation's Registered Office is: ICARD, MERRILL, CULLIS, TIMM, FUREN & GINSBURG, P.A., 2033 MAIN STREET, SUITE 600, SARASOTA, FL 34237. The registered agent for the Corporation at that address is BRUCE P. CHAPNICK.

D. ARTICLE VI - BOARD OF DIRECTORS. of this Corporation's Articles of Incorporation is hereby deleted in its entirety, and the following is substituted in lieu thereof:

ARTICLE VI - BOARD OF DIRECTORS.

The Board of Directors shall consist of not less than two (2) members. The names and addresses of the persons who will serve on the Board of Directors are:

Darren S. Blum	619 N. Lockwood Ridge Road Sarasota, FL 34237
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Joseph B. Biederman	4404 Higel Avenue Sarasota, FL 34242
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E. The following Articles IX, X and XI are hereby added to this Corporation's Articles of Incorporation:

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE X - SHAREHOLDER ACTION.

An affirmative vote of fifty-one percent (51%) of the shares of the Common Stock of the Corporation shall be required for any Shareholder action.

ARTICLE XI - PRINCIPAL OFFICE.

The street office of the principal office of the Corporation is:


1800 Second Street, Suite 108
Sarasota, FL 34236

3. These Articles of Amendment to Articles of Incorporation were duly adopted on February 12, 1997.

4. These Articles of Amendment to Articles of Incorporation were approved by the Shareholders. The number of votes cast for the Articles of Amendment to Articles of Incorporation were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Officer of this Corporation has executed these Articles of Amendment to Articles of Incorporation on February 12, 1997.


BLUM & BIEDERMAN, INC.

A handwritten signature in cursive script, appearing to read "Darren S. Blum", is written over a horizontal line.

Darren S. Blum, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Blum & Biederman, Inc. at the place designated in the Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


Bruce P. Chapnick, Registered Agent
Date: February 12, 1997