## P970000088/6 H.I.P. Group Inc.

October 28, 1997

To Whom it may concern:

Please find the enclosed check for \$87.50. \$35.00 is to file the enclosed Amendment to our Articles of Incorporation. The remaining \$52.50 is for a certified copy of our Articles of Incorporation which will now include our Amendment. The certified copy may be mailed to our office at:

H.I.P. Group, Inc. 5516 Avenida Del Mare Sarasota, FL 34242

5516 Avenida Del Mare • Sarasota • FL • 34242 (941) 312-BHIP (2447)

If you have any questions or need further information, please contact us at our office (941)312-2447. Thank you for your cooperation.

Sincerely,

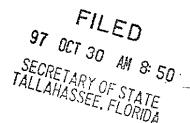
Amie Schramm
Vice-President

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97 OCT 30 M 8: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOV 4 1997

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



H. I.P. Group, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amendment to Article VIII:

Elected Board of Directors:

Chairman: Cheryl Cravens Secretary: Amie Schramm

The following persons are the elected officers of the corporation:

President: Cheryl Cravens Vice President: Amie Schramm Secretary: Cheryl Cravens Treasurer: Amie Schramm

Amendment to Article TX:

The following persons are the Incorporators of H.I.P. Group, Inc.:

Cheryl Cravens and Amie Schramm

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: OCTOBER 28, 1997
FOURTI	H: Adoption of Amendment(s) (CHECK ONE)
ď	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Ę	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
Ţ	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 28 day of OCTOBER, 19 97.
Signature	Ami Achrama
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Amie Avesian Typed or printed name
	Vice President Title