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June 24, 1997

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-05/27/97-01090-004-2
*****35.00 *****35.00

Secretary of State
Attn: Amendments
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Fox Group, Int., Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of Articles of Amendment for the above-referenced corporation. Our check in the amount of \$35.00, reflecting the fee for filing this Amendment is also enclosed. Please forward the copy, stamped with the filing information to the undersigned at your earliest convenience.

Should you have any questions, please do not hesitate to contact this office.

Very truly yours,

Cynthia E. Skwierc
Legal Assistant

Enclosures

APPROVED
AND
FILED

97 JUN 27 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99700000202
Amend + 100
2 pg. 97
25.97

ARTICLES OF AMENDMENT

(F.S. 607.177, 607.181, 607.184, 607.187, 607.191)

1. The following provisions of the Articles of Incorporation of The Fox Group, Int., Inc., a Florida corporation, filed in Tallahassee on January 27, 1997, be and they hereby are amended in the following particulars:

Article I. Name be and it hereby is amended to read as follows:

"ARTICLE I. NAME

The name of the corporation shall be:

THE FOX GROUP INTERNATIONAL, INC.

The address of the principal office of this corporation shall be:

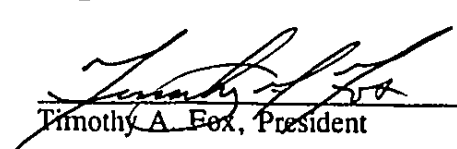
12974 Forest Hill Boulevard, Suite 16
Wellington, Florida 33414

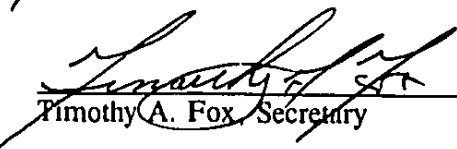
and the mailing address shall be:

12974 Forest Hill Boulevard, Suite 16
Wellington, Florida 33414"

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 11th day of June, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 11th day of June, 1997.


Timothy A. Fox, President


Timothy A. Fox, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Timothy A. Fox, who is personally known to me and who did not take an oath and who is known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of June, 1997.

APPROVED
AND
FILED
97 JUN 27 AM 9:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA