

P97000015455

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9256

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, III
DALE K. BOHNER
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOT
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
R. J. HAUGHEY
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES
BRENT A. JONES

NABREEN M. KADIVAR
S. TODD MERRILL
CRAIG A. MINEGAR
ALEXANDRA M. RENARD
JEREMY P. ROSS
JOHN F. RUDY, II
EDWARD O. SAVITZ
ALICIA J. SCHUMACHER
NEAL A. SIVYER
H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

September 25, 1997

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

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-09/30/97--01079--010
*****35.00 *****35.00

Re: Amendment to the Articles of Incorporation of
Omnii Products of Palm Beach, Inc.
Our File No. DUNP-0

Dear Sir or Madam:

On behalf of Omnii Products of Palm Beach, Inc., enclosed for filing please find an original and one copy of its Articles of Amendment to Articles of Incorporation reflecting an increase in the authorized number of shares, together with our firm check in the amount of \$35.00 for the filing fee. I would appreciate having you file the original Articles of Amendment and return to me a date-stamped copy of the Articles as filed.

Thank you for your assistance in this matter.

Sincerely,

Stephanie R. Conn

Stephanie R. Conn
Legal Assistant

src
cc: Charles E. Jackson
133984.01

*Stephanie Authersick
12 add date & edition*

789,524,676

FILED
97 OCT 27 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-28-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1997

Stephanie R. Conn
% Bush, Ross, Gardner, Warren & Rudy
220 South Franklin Street
Tampa, FL 33602

SUBJECT: OMNII PRODUCTS OF PALM BEACH, INC.
Ref. Number: P97000015455

We have received your document for OMNII PRODUCTS OF PALM BEACH, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state the date of adoption by the incorporator.

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 (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 897A00049876

BUSH ROSS GARDNER WARREN & RUDY, P.A.

ATTORNEYS AT LAW

220 SOUTH FRANKLIN STREET
TAMPA, FLORIDA 33602

(813) 224-9255

TELECOPIER (813) 223-9620

MAHLON H. BARLOW, III
DALE K. BOHNER
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
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H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

October 22, 1997

Louise Flemming-Jackson
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Omnii Products of Palm Beach, Inc.
Our File No. ODI-0
Reference No.: P97000015455

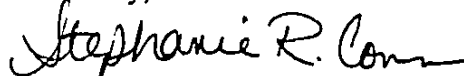
Dear Ms. Flemming-Jackson:

Enclosed please find the Articles of Amendment for Omnii Products of Palm Beach, Inc. for filing. I previously sent a check in the amount of \$35.00, which you are holding in your possession upon receipt of the revised Articles of Amendment.

To evidence the receipt of this letter and the referenced enclosure, I am enclosing an additional copy of this letter which I would appreciate your stamping and returning to me in the enclosed self-addressed stamped envelope.

Should you have any questions, please call me directly. Thank you for your assistance.

Sincerely,


Stephanie R. Conn
Legal Assistant

src
Enclosure
136266.01

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
OMNII PRODUCTS OF PALM BEACH, INC. 97 OCT 27 AM 9:09

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Omnii Products of Palm Beach, Inc., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article IV in its entirety and by substituting, in lieu thereof, the following:

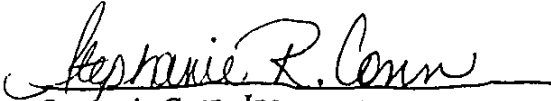
"Article IV
Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 25,000,000 shares of common stock, each with a par value of \$.001, and 10,000,000 shares of preferred stock, each having a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholders meeting, to cast one vote on each matter with respect to which shareholders have the rights to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution."

2. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendment recited in Section 1 was adopted by the incorporator of the Corporation without shareholder action. Shareholder action was not required as set forth in Fla. Stat. §607.1005 as the Corporation had yet to issue any shares of its capital stock on September 25, 1997.

In witness whereof, the Corporation has caused these Articles of Amendment to be prepared this 25th day of September 1997.


Stephanie Conn, Incorporator