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DELGADO,
BEFELER,
STARKMAN &
MAGOLNICK, P.A.

NationsBank Tower
100 Southeast 2nd Street, 37th Floor
Miami, Florida 33131

Telephone (305) 379-8300
Facsimile (305) 379-4404

GEORGE BEFELER

April 24, 1997

Secretary of State
Division of Corporations
Attention: Amendments Department
P.O. Box 6327
Tallahassee, Florida 32314

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RE: ARTICLES OF AMENDMENT OF ATLANTIC TRADING PARTNERS, INC.
OUR FILE NO. YAGM (1022.02)

Dear Sir/Madam:

We are enclosing an original and a copy of the Articles of Amendment to the Articles of Incorporation of Atlantic Trading Partners, Inc. and a check made payable to the Secretary of State in the amount of \$35.00 for the amendment of the above-referenced corporation.

Your assistance is appreciated.

Very truly yours,

GEORGE BEFELER, P.A.

GEORGE BEFELER, ESQ.

Signed in Mr. Befeler's absence to avoid
delay in mailing.

GB:kl

Enclosures

cc: yagm@fla.gov

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 5/2
Amend.

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ATLANTIC TRADING PARTNERS, INC.

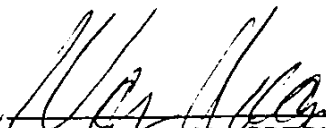
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE FIFTH of the Articles of Incorporation is hereby amended to read as follows:

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is One Million (1,000,000) Shares of capital stock, \$.01 par value each.

2. The foregoing amendment was unanimously adopted the 11th day of April, 1997 by the Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment on this 11th day of April 1997 for the use and purpose aforesaid.


WAYNE YAGMAN, PRESIDENT


WAYNE YAGMAN, SECRETARY

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WAYNE YAGMAN, as President and Secretary, respectively, of the above-named Corporation, to me known to be the persons described in and who executed the foregoing instrument, or who have produced _____ as identification, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last
aforesaid this 11th day of April, 1997.

NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

