

P97000018856

HOWITT & ASSOCIATES, INC.
ACCOUNTING & TAX SERVICE
441 S STATE RD 7 # 15
MARGATE, FL. 33068

(954) 984-1600

November 06, 1998

DIVISION OF CORPORATIONS
AMENDMENT SECTION
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

300002685543--4
-11/12/98--01035--019
*****35.00 *****35.00

DEAR SIR,

ENCLOSED IS AN AMENDMENT TO THE WE'RE ALL HEROS, INC.
CORPORATION IN REFERENCE TO THE NAME OF THE CORPORATION, AS
WELL AS A CHECK FOR \$35.00 TO COVER THE FILING FEE.

PLEASE RETURN A COPY TO ME AT THE ABOVE ADDRESS SO THAT I MAY
ADVISE MY CLIENT AND HAVE A COPY FOR THE RECORDS. SHOULD YOU
HAVE ANY QUESTIONS, FEEL FREE TO CONTACT ME.

THANK YOU FOR YOUR ASSISTANCE,


STUART HOWITT

*Spoke to Mr. Howitt
about date of Inc. 11-16-98
DAS*

*Amend
11-16-98
DAS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 12 AM 11:07

FILED

AMENDMENT NO. 2
TO THE ARTICLES OF INCORPORATION OF
WE'RE ALL HEROS, INC.

WE'RE ALL HEROS, INC. a Florida Corporation, under its corporate seal and the hands of its President, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adapted by the Board of Directors and by all holders of the outstanding shares of common stock of the corporation. being all holders of authorized and issued stock of the corporation, by written instrument dated November 06, 1998, to wit.

Resolved that, effective on the date of filing with the Secretary of State, State of Florida, the Articles of Incorporation of WE'RE ALL HEROS, INC. which were approved and filed in the office of the Secretary of State, State of Florida, on February 28, 1997 be amended by striking Article VI of the Articles of Incorporation which presently reads as follows:

ARTICLE VI. DIRECTORS

This corporation shall have two Directors. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the Directors of this corporation are:

ANITA KAPLAN
%441 S STATE RD, 7 SUITE 15
MARGATE, FL. 33068

AND

ELLEN KERNER
% 441 S STATE RD 7 SUITE 15
MARGATE, FL. 33068

And by substituting therefor the following:

ARTICLE VI. DIRECTORS

This corporation shall have one Director. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the Director of this corporation is:

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ERIC KAPLAN
%441 S STATE RD 7 SUITE 15
MARGATE, FL. 33068

IN WITNESS WHEREOF, said Corporation has caused the Amendment No. 2 to be signed in its name by its President this 6th day of November, 1998.

(Corporate Seal)

By Eric Kaplan
Eric Kaplan PRESIDENT

Witness Anita Jegerscak

STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

I HEREBY CERTIFY, that on the 6th day of November, 1998, the foregoing Amendment No. 2 to the Articles of Incorporation of WE'RE ALL HEROS, INC. was acknowledged before me.



STUART HOWITT
My Commission CC515291
Expires Jan. 16, 2000

My Commission Expires:

PERSONALLY KNOWN BY ME.

[Signature]
Notary Public