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February 3, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

700002423517--1
-02/06/98-01051--001
*****35.00 *****35.00

Re: ARTICLES OF INCORPORATION - SUPERVAC SYSTEMS, INC.

Dear Sir or Madam:

Enclosed for filing please find, in duplicate, the Articles of Amendment to Articles of Incorporation for the above-mentioned corporation and Western Union Money Order No. 02-510018783 in the amount of \$35.00.

Please return the stamped copy in the self-addressed stamped envelope enclosed for your convenience.

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

Very truly yours,


ITZHAK BACHAR, ESQ.

IB/mmng

Enclosure

VS FEB 9 1998

Amend

98 FEB -6 PM 12:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1003302

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
98 FEB -6 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUPERVAC SYSTEMS, INC.

(PRESENT NAME)

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)*

1. Amend Article 5, "Officers" as follows:

"The Officers of the Corporation shall be:

President: Kuba Farbiarz

Vice President: Ezra Cohen Sasson

Secretary: Eli Bachar

whose addresses shall be the same as the principal office of the Corporation."

2. Amend Article 6, "Director(s)" as follows:

"The Director(s) of the Corporation shall be:

Kuba Farbiarz
Ezra Cohen Sasson
Eli Bachar

Registered Agent: Kuba Farbiarz

whose addresses shall be the same as the principal office of the Corporation."

3. Amend Article 13, "Registered Agent" as follows:

"The address of the registered office of this Corporation is 4801 South University Drive, Suite 217, Fort Lauderdale, FL 33328. The name and address of the Registered Agent of this Corporation is Kuba Farbiarz at 4801 South University Drive, Suite 217, Fort Lauderdale, FL 33328."

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:

None

THIRD: The date of each amendment's adoption: January 20, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ___ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ___ 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

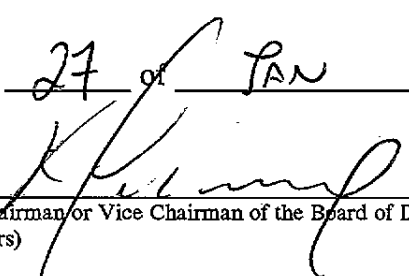
Voting group

X 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 day 27 of Jan, 1998.

Signature


(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)

KUBA FARBIARZ

Typed or printed name

Director/President

Title

EXHIBIT "D"

ACCEPTANCE BY THE REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

DATE: 01-27-98



KUBA FARBIARZ, Registered Agent