

American Institute of Certified Public Accountants

Florida Institute of Certified Public Accountants J.P. SPILLANE, Certified Public Accountant

12788 W. Forest Hill Blvd., Suite 2005 Wellington, FL 33414

*****35.00 *****35.00

Office (561) 790-1488 Fax (561) 790-6830

May 22, 1998

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: D. Aaron, Inc.

Dear Division of Corporations:

In accordance with section 607.1006, Florida Statutes, enclosed are the Articles of Amendment to the Articles of Incorporation of D. Aaron, Inc. which changed its name to Nadine Enterprises, Inc., a Florida corporation, on May 22, 1998.

Also enclosed is a check for \$35 to cover the filing fee for such amendment.

The return address and phone number are as follows:

13172 Doubletree Circle Wellington, FL 33414 Phone: (561) 798-2357

Sincerely

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ETARY OF STATE

JPS:wsk

Enclosures

NOW

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

D. AARON, INC.

(present name)

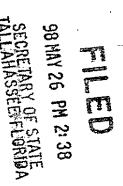
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I, NAME

The name of this corporation shall be:

NADINE ENTERPRISES, INC.



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:

THIRD:	The date of each amendment's adoption: May 22, 1998			
FOURTI	I: Adoption of Amendment(s) (CHECK ONE)			
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
Ε	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			
Ę	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
ِ ر	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
	shareholder action was not required.			
	•			
	Signed this 22nd day of May , 1998			
	A Manual			
Signature	Of fills			
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) Nadine Levenson, President			
OR				
(By a director if adopted by the directors)				
OR				
(By an incorporator if adopted by the incorporators)				
	· Control of the cont			
	\cdot . \cdot			
	Nadine Levenson			
	Typed or printed name			
	President Title			
	1 1846.			

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MINUTES OF SPECIAL MEETING

OF THE BOARD OF DIRECTORS

OF

ת	AARON.	INC.

The special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President and resignation and election of president/vice-pres./director was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was RESOLVED, that effective March 6, 1997, Sanford Siskin resigned as

RESOLVED, that effective March 6, 1997, Sanford Siskin resigned a vice president and director of the corporation, and Nadine Levenson has been unanimously elected president and director of the corporation.

Further, the treasurer was directed to make all future bank deposits under the name "Nadine Enterprises, Inc."

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

Secretary

APPROVED:

Dresident