

P97000023992

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
JOHN R. BUSH
MINDY L. CARREJA
SAMUEL B. DOLCIMASCOLO
PATRICIA LABARTA DOUGLAS
RICHARD K. FUEYO
J. STEPHEN GARDNER
JOHN N. GIORDANO
JEFFREY P. GREENBERG
RICHARD B. HADLOW
PAUL L. HUEY
DAVID M. JEFFRIES

S. TODD MERRILL
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

May 14, 1997

Corporate Records Bureau
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, Florida 32399

000002183730--7
-05/19/97--01162--001
*****35.00 *****35.00

Re: Advantage Holdings, Inc.
Our File No. AHI-0

Dear Sir or Madam:

On behalf of our captioned client, I am forwarding an original and one copy of Articles of Amendment to Articles of Incorporation, together with our check in the amount of \$35.00 for filing Articles of Amendment. 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 to
John N. Giordano

src
Enclosures

cc: Alan S. Lipstein

123422.01

Amend
5/29/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAY 19 AM 10:59

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ADVANTAGE HOLDINGS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAY 19 AM 9:39

Advantage Holdings, Inc., a Florida corporation (the "Corporation"), 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 5,000,000 shares of common stock, each with a par value of \$.001. 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 above has been duly adopted in accordance with the provisions of §§607.0821, .0704, and .1003, Florida Statutes, by a majority of the shareholders and directors having executed a written statement, dated March 1, 1997 manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders was sufficient for approval.

In witness whereof, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President and the attestation of its Secretary effective the 1st day of March, 1997.

ADVANTAGE HOLDINGS, INC.

By 

Alan S. Lipstein, President

ATTEST:



Alan S. Lipstein, Secretary

121845.01