

LAW OFFICES
OF
STEVEN WARM
BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD
SUITE 215
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 995-7877
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MEMBER OF
FLAND NJ BAR

April 29, 1997

P97000032130

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-05/02/97--01064--008
*****35.00 *****35.00

State Of Florida
Department Of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

In Re: ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
(EXIMCO, INC.)

Dear Sir/Madam:

Enclosed is the original and one copy of the Articles of Amendment To Articles Of Incorporation for the above for-profit Incorporation. Please file the original in your offices, certify and return to us one certified copy as well as send us a facsimile copy of the filed document.

We are enclosing our check in the amount of \$ 35.00 covering the filing of above-referenced document.

\$ 35.00 filing fee

Sincerely,



STEVEN WARM, ESQUIRE
SW:sh

Enclosures

FILED
97 JUL -7 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

175 7-9-97

~~*789,524,671*~~

~~*789,580,671*~~



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 15, 1997

Steven Warm, Esquire
Boca Corporate Center, Suite 215
2101 Corporate Blvd.
Boca Raton, FL 33431

SUBJECT: EXIMCO, INC.
Ref. Number: P97000032130

We have received your document for EXIMCO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 097A00026110



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 20, 1997

Steven Warm, Esquire
2101 Corporate Blvd.
Suite 215
Boca Raton, FL 33431

SUBJECT: EXIMCO, INC.
Ref. Number: P97000032130

We have received your document for EXIMCO, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state the date of adoption by the shareholders. The document must also be signed by Steven Warm.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 097A00033060

FILED

97 JUL -7 AM 9:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

IT IS HEREBY CERTIFIED THAT at a meeting of the Board of Directors of EXIMCO, INC. held on the 15th Day of April, 1997, the following resolution was adopted:

The Articles of Incorporation of EXIMCO, INC. shall be amended to eliminate the words "agent, publicist, clearinghouse and media liaison for talent and modeling and" in ARTICLE THREE thereof, same having been included by draftsman's error. Such amendment was accomplished by unanimous vote of the directors, in whose power it resides to make such amendments. The amendment was further approved by a unanimous vote of the shareholders *on April 15, 1997.*

IN WITNESS WHEREOF the undersigned Secretary to the Board of Directors, has caused this Resolution to be executed, published and thereafter forwarded for filing and recording this 21st day of April, 1997.


STEVEN WARM, SECRETARY
EXIMCO, INC.