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ACCOUNT NO. : 072100000032

REFERENCE : 404563 . 8374A

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : May 27, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 404563-005

CUSTOMER NO: 8374A

200002191612--5

CUSTOMER: Laz L. Schneider, Esq
Berger & Davis, P.a.
100 Northeast Third Avenue
Suite #400
Ft. Lauderdale, FL 33301

DOMESTIC AMENDMENT FILING

NAME: L.L.D. OF BOCA RATON, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

97 MAY 27 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D.K. per
S. Payne

5/27

Jon
Amend
C.C.

**Berger
Davis &
Singerman**
Professional Association

100 N.E. Third Avenue Suite 400
Fort Lauderdale, Florida 33301
Phone: 954.525.9900
Fax: 954.523.2872

May 23, 1997

HAND DELIVERED

Secretary of State
State of Florida
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32301

Re: Articles of Amendment to Articles of Merger and Plan of
Merger of L.L.D. of Boca Raton, Inc., a Florida
Corporation (the Surviving Corporation)

Gentlemen:

Enclosed herewith is an executed original and copy of Articles
of Amendment to Articles of Merger and Plan of Merger of L.L.D. of
Boca Raton, Inc., the surviving corporation.

We request that this Amendment be filed to correct Scrivener's
Errors found in the Articles of Merger and Plan of Merger
originally filed on May 6, 1997 with the Secretary of State, State
of Florida.

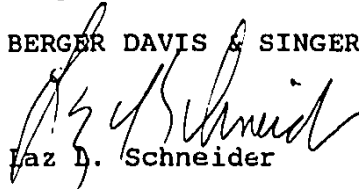
Please file the Articles of Amendment to Articles of Merger
and Plan of Merger of L.L.D. of Boca Raton, Inc. and return to the
undersigned one (1) certified copy of the Articles of Amendment to
Articles of Merger and Plan of Merger.

Also enclosed is a check in the amount of \$ 87.50 representing
the \$35.00 filing fee for the Articles of Amendment to Articles of
Merger and Plan of Merger and \$52.50 for one (1) certified copy of
the Articles of Amendment to Articles of Merger and Plan of Merger.

Please telephone the undersigned if there are any questions.

Very truly yours,

BERGER DAVIS & SINGERMANN


Iaz L. Schneider

LLS:mw
Enclosures

ARTICLES OF AMENDMENT TO
ARTICLES OF MERGER AND PLAN OF MERGER
OF
L.L.D. OF BOCA RATON, INC. (surviving Corporation)

FILED
97 MAY 27 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. (a) The Corporation was incorporated on April 17, 1997.
(b) The Corporation previously filed with the Secretary of State of the State of Florida on May 6, 1997 Articles of Merger by and between the Corporation and A & B Entertainment, Inc. whereby A & B Entertainment, Inc. was merged with and into the Corporation.

2. The Articles of Merger and the attached Exhibit A (Plan of Merger) contained certain Scrivener's Errors.

3. Specifically, the Articles of Merger and Plan of Merger inadvertently cited certain sections of Florida Statutes which have been renumbered, to wit:

(a) Sections 607.1101, 607.1103 and 607.1105, Florida Statutes was referred to as Section 607.214, Florida Statutes.

(b) Section 607.0704, Florida Statutes was referred to as Section 607.394, Florida Statutes.

4. All references in the Articles of Merger and Plan of Merger to Section 607.214, Florida Statutes are hereby corrected and amended to refer to Sections 607.1101, 607.1103 and 607.1105, Florida Statutes.


5. All references in the Articles of Merger and Plan of Merger to Section 607.394, Florida Statutes are hereby corrected and amended to refer to Section 607.0704, Florida Statutes.

6. This Amendment to the Articles of Merger and to the Plan of Merger was authorized by the Sole Member of the Board of

Directors of L.L.D. of Boca Raton, Inc. and by the Sole Shareholder of L.L.D. of Boca Raton, Inc. by Consent in Lieu of Joint Meeting of the Board of Directors and Sole Shareholder on May 23, 1997, manifesting their intention that this Amendment to the Articles of Merger and Plan of Merger be adopted, pursuant to Florida Statutes.

7. There is only one voting group entitled to vote on the foregoing Amendment. The number of votes cast for said Amendment by said voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned, as President of the Corporation, has executed these Articles of Amendment this 23rd day of May, 1997.


Larry J. Abromavich
President