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ANDREW MERLO

MERIDETH WATSON-TRAWICK
CERTIFIED LEGAL ASSISTANT

August 13, 1997

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*****87.50 *****87.50

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

Re: D Wharfside, Inc.

Dear Clerk:

Enclosed please find check #4883 in the amount of \$87.50 representing the filing fee for the enclosed Amendment to Articles of Incorporation.

Please return a certified copy of the Amendment to this office.

Very truly yours,

Merideth Watson-Trawick

Merideth Watson-Trawick
Certified Legal Assistant

MWT/pt
Enclosure

FILED
97 AUG 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
CRG 8/24

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
DOLLYS WHARFSIDE, INC.

Pursuant to the provisions of Florida Statutes §607.1006, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendments adopted:

Article I: The name of the corporation is D WHARFSIDE, 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:

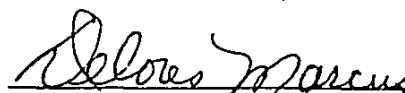
None.

THIRD: The date of each amendment's adoption: July 25, 1997

FOURTH: Adoption of Amendments: The amendment to Article I was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 25th day of July, 1997.

DOLLYS WHARFSIDE, INC.



By: DELORES MARCUS
Title: President/Director

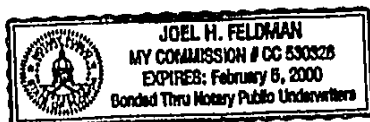
STATE OF FLORIDA)

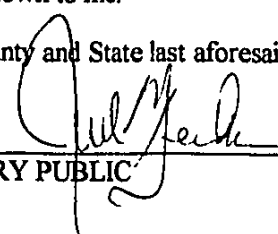
COUNTY OF PALM BEACH)

)ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DELORES MARCUS, to me known to be the person described in and who executed the foregoing instrument, acknowledged before me that the foregoing was executed for the purposes therein expressed and who produced Delores Marcus as identification or who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of July, 1997.




NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA