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PLANTATION, FLORIDA 33324

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FILED
97 JUL 17 AM 9:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 3, 1997

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

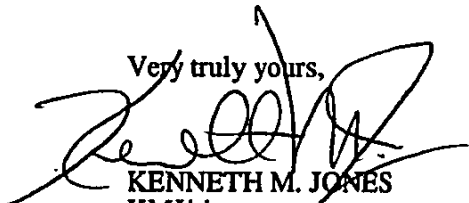
Re: Amendment to Articles of Incorporation/
CHINO'S HOLDINGS, INC.

400002241374--0
-07/18/97--01074--006
*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find an original and one copy of the properly executed Articles of Amendment to the Articles of Incorporation of CHINO'S HOLDINGS, INC, together with my trust account check in the amount of \$35.00 to cover the filing fee.

Very truly yours,


KENNETH M. JONES
KMJ/sj
Enc.

Amend.

VS JUL 23 1997

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
CHINO'S HOLDINGS, INC.

1. Article XIII of the Articles of Incorporation of CHINO'S HOLDINGS, INC. is amended to read as follows:

ARTICLE XIII - OFFICERS

The following officers shall serve at the pleasure of the Board of Directors:

PRESIDENT



SANDRA M. CARMONA
6611 S. Flagler Drive
West Palm Beach, Florida 33405

SECRETARY

SANDRA M. CARMONA
6611 S. Flagler Drive
West Palm Beach, Florida 33405

The foregoing Amendment was adopted by the Shareholders and Directors of the Corporation on July 3, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation has executed these Articles of Amendment on July 3, 1997.

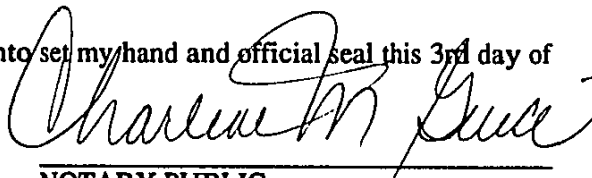

SANDRA M. CARMONA, President

SANDRA M. CARMONA, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared SANDRA M. CARMONA, known to me to be the person who executed the foregoing Articles of Amendment and she acknowledged before me that she executed same, and SANDRA M. CARMONA produced drivers license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 3rd day of July, 1997.


NOTARY PUBLIC

My Commission Expires:



CHARLENE M. GUICE
MY COMMISSION # CC332817 EXPIRES
November 29, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA