

P97000049731

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December 29, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Amendments

8000002726558--8
-12/30/98--01067--014
*****35.00 *****35.00


RE: Jennifer Enterprises, Inc.

Dear Sir or Madam:

Enclosed for filing with the Secretary of State's Office are the Articles of Amendment to the Articles of Incorporation of Jennifer Enterprises, Inc., together with the Joint Action by the Director and Shareholders Holding the Majority of Voting Stock of Jennifer Enterprises, Inc.

If you have any questions, please do not hesitate to contact me.

Very truly yours,
GARY M. KRASNA, P.A.


Gary M. Krasna

FILED
98 DEC 30 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
1-11-99
CC

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
JENNIFER ENTERPRISES, INC.

The following provision of the Articles of Incorporation of JENNIFER ENTERPRISES, INC., a Florida corporation ("Corporation"), filed with the Department of State on June 4, 1997, Charter No. P97000049731, be, and it is hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE I-NAME

The name of this Corporation is: JENNIFER GROUP, INC.

The foregoing amendment was adopted by a Joint Corporate Action by the Director and the Shareholders holding a majority of the voting stock of this Corporation, effective as of December 21, 1998.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment as of December 21, 1998.

JENNIFER GROUP, INC.

By: 

Jennifer Okaty-Rosenberg, President

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JOINT CORPORATE ACTION BY
THE DIRECTOR AND THE SHAREHOLDERS
HOLDING THE MAJORITY OF VOTING STOCK OF
JENNIFER ENTERPRISES, INC.

The undersigned, being the Director and the shareholders holding the majority of the voting stock of JENNIFER ENTERPRISES, INC., a Florida corporation ("Corporation"), do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting, and any requirements for notice; and do hereby consent in writing to the adoption of the following resolutions, taking said action in lieu of a meeting of the Board of Directors and the shareholders:

RESOLVED, that the Articles of Incorporation of this Corporation be amended to change the corporate name to JENNIFER GROUP, INC., as provided in the attached Articles of Amendment to said Articles of Incorporation; and further

The action described herein shall be effective as of the 21ST day of December, 1998.

IN WITNESS WHEREOF, the undersigned, being the Director and the shareholders holding a majority of the voting stock of this Corporation, have hereunto set their hands and seals for the purpose herein expressed.

Dated as of December 21, 1998

DIRECTOR:

JENNIFER OKATY-ROSENBERG

SHAREHOLDER HOLDING
MAJORITY OF VOTING STOCK:

JENNIFER OKATY-ROSENBERG