(Requestor's Name)
343 ALMERIA AVENUE

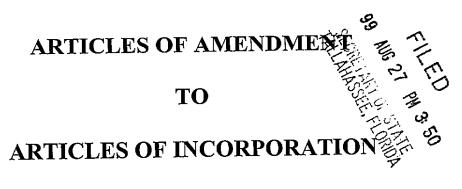
CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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OF

ORLEANS GROUP INTERNATIONAL, INC.

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

FIRST:

Article 5 of the Articles of Incorporation provides:

President:

Ronald Moscovitch

Vice-President:

Gabriel Chocron

Secretary:

Gabriel Chocron

Treasurer:

Ronald Moscovitch

SECOND:

Article 5 shall be amended to state:

President:

Gabriel Chocron

Vice-President:

Ronald Moscovitch

Secretary:

Gabriel Chocron

Treasurer:

Ronald Moscovitch

whose addresses shall be the same as the principal address of the Corporation.

THIRD:

The date of the adoption of this amendment is the 20 August 1999.



FOURTH: The amendment was adopted by the Board of Directors. No Shareholder action was

required for adoption.

FIFTH: This amendment shall be effective upon the filing with the Secretary of State of

Florida.

Signed this 20 August 1999.

Gabriel Chocron, Chairman of the Board of Directors