

797000054150  
LAW OFFICES  
ENGELS, PERTNOY, SOLOWSKY & ALLEN, P.A.

RICHARD L. ALLEN  
MARTIN ENGELS  
ALFRED I. HOPKINS  
LEAH LARIVIERE  
SIDNEY M. PERTNOY  
JAY H. SOLOWSKY

21<sup>ST</sup> FLOOR  
NATIONSBANK TOWER AT  
INTERNATIONAL PLACE  
100 SOUTHEAST 2<sup>ND</sup> STREET  
MIAMI, FLORIDA 33131

TELEPHONE (305) 371-2223  
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July 8, 1997

Corporate Records Bureau  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: OSI Management, Inc.

800002238708--0  
-07/15/97--01083--002  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madame:

Enclosed please find the original and one copy of an Amendment to Articles of Incorporation for the above-referenced corporation. Also, enclosed is our check in the amount of \$35.00 representing the filing fee.-

Please return a copy of the Amendment to the undersigned. Thank you for your cooperation.

Very truly yours,

MARTIN ENGELS

ME:wpd:mab  
Enclosures

B:\MAIN\OLSHERR\LETTERS\L97-SecState-07-02

FILED  
97 JUL 15 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOU  
7/17

Amend

**AMENDMENT TO  
ARTICLES OF INCORPORATION OF**

**OSI MANAGEMENT, INC.**

WE, the undersigned officers, MICHAEL OLSHER, President and DAX A. OLSHER, Secretary, of OSI MANAGEMENT, INC., a Florida corporation, do hereby certify that the Board of Directors and Shareholders of the Corporation approved the following amendment to Article VI of the Corporation's Articles of Incorporation on the 8th day of July, 1997, by unanimous joint corporate action of shareholders and directors. Effective upon filing of this Amendment with the Secretary of State, Article VI shall thereafter read as follows:

**ARTICLE VI**

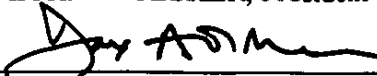
The name and address of the first director of this corporation is:

MICHAEL OLSHER  
2378 St. Annes Drive  
Boca Raton, Florida 33496

IN WITNESS WHEREOF, the undersigned hereby execute this Amendment to Articles of Incorporation of OSI MANAGEMENT, INC. this 8th day of July, 1997.

OSI MANAGEMENT, INC.

By:   
MICHAEL OLSHER, President

Attest:   
DAX A. OLSHER, Secretary

**JOINT CORPORATE ACTION  
BY SOLE SHAREHOLDER AND DIRECTOR  
OF OSI MANAGEMENT, INC.**

**FILED**  
97 JUL 15 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned being the sole Shareholder and Director of OSI MANAGEMENT, INC.  
hereby adopts the following corporate action this 8th day of July, 1997:

**RESOLVED** that Article VI of the Corporation's Articles of Incorporation be amended to state that the first director of the Corporation is Michael Olsher, 2378 St. Annes Drive, Boca Raton, Florida 33496, and that the officers of the Corporation are directed to file this amendment with the Secretary of State of the State of Florida forthwith.

IN WITNESS WHEREOF, the undersigned, being the sole Shareholder and Director of the above Corporation, hereby executes this Corporate Action effective as of the day and year above written.



**MICHAEL OLSHER**