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THE LAW OFFICES OF ANDREW N. COVE

A PROFESSIONAL ASSOCIATION
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March 13, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-03/24/98-01016-014
****105.00 *****35.00

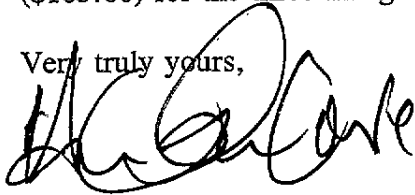
Attention: Susan Payne

Re: INTERNATIONAL CAPITAL MANAGEMENT, INC.
Our File No. 97-0278

Dear Ms. Payne:

Enclosed please find three (3) Articles of Amendment on the above-referenced. Please file same as soon as possible. I've enclosed my firm check in the sum of One Hundred Five Dollars (\$105.00) for the three filings. Thank you in advance.

Very truly yours,



ANDREW N. COVE

FILED
98 MAR 24 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVE.PA\~LTRHD

Amend

Jpe 3/26

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
INTERNATIONAL CAPITAL MANAGEMENT, INC.

FILED
98 MAR 24 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.187, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

The following amendments were adopted by the shareholders on the 10th day of March, 1998 and the number of votes cast for the amendments was sufficient for approval:

FIRST

The principal place of business and mailing address of the Corporation shall be:

416 East Atlantic Boulevard
Suite 210
Pompano Beach, FL 33060

SECOND

Kenneth T. Tripoli having previously resigned from and having previously been removed from all positions previously held as officer/director of the Corporation, the current officers and directors of the Corporation shall be:

Lawrence T. Tripoli, President/director
Nelson Schembari, Secretary/director
Jared L. D'Argenio, Treasurer/director

Signed this 10th day of March, 1998.

BY:

Lawrence T. Tripoli
PRESIDENT