9/23/97

VER SHEET

(((H97000015766 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

STORMONT CONTACT: RAY PRONE: (305)541-3694

FAX #: (305)541-3770

NAME: STRICTLY P.O.S., INC.

AUDIT NUMBER..... H97000015766
DOC TYPE......BASIC AMENDMENT

PAGES.....

CERT. OF STATUS...O CERT. COPIES.....

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JI, 1310H OF CORPOFATIONS

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF STRICTLY P.O.S., INC.



Pursuant to the provisions of section 607,1006 Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

First:

Amendment(s) Adopted; (Indicate Article number(s) being amended,

added or deleted)

Article I:

The name of the Corporation shall be:

Strictly Point of Sale, Inc.

Second:

The date of each amendments adoption was: September 18, 1997.

Third:

Adoption of amendment (Check One)

- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

GARCIA EEPRIOSA MITURES & CO-Centinal Public Accountants 100 ALMERIA AVENUE SUITE #200 CORAL GANES, FLORIDA 23134 LEOS) 589-0545

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Bernather Chippens of the tentan Renamble Action

Signed this 23 day of September, 1997.

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

Rafael A. Espinosa, as Trustee Name

Incorporator
Title