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December 23, 1997

Division of Corporations
Secretary of State
The Capitol
Tallahassee, Florida 32304

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-12/29/97--01107--010

*****70.00 *****70.00

Re: NEW BALANCE, MIAMI, INC. / SOKOTECH, INC.

Gentlemen:

Enclosed please find ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF SOKOTECH, INC., RATIFICATION OF SPECIAL MEETING OF SHAREHOLDERS OF SOKOTECH, INC. together with check in the amount of \$70.00 for filing.

Also enclosed is APPLICATION FOR REGISTRATION OF FICTITIOUS NAME and, check in the amount of \$60.00 for filing and Certificate of Status.

Kindly file the above and provide us with a receipted copy for our records.

HAPPY HOLIDAYS !

Aidy Barquin
AIDY BARQUIN
Legal Assistant

/ab
Enclosures.

Mr. Levinson GAVE

AUTHORIZATION BY PHONE TO

CORRECT *NAME IN HEADING*

DATE *1-7-98*

DOC. # *AM*

FILED
97 DEC 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORC
1-7-98

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NEW BALANCE, MIAMI, INC.

FILED
97 DEC 29 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We the undersigned, being the president and Secretary of SOKOTECH, INC. a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 3rd day of November, 1997:

AMENDMENT

Amend Articles of Incorporation. The Shareholders discussed the advisability of amending the Articles of Incorporation in accordance with certain Articles of Amendment. Upon motion duly made and carried, the Shareholders adopted the Articles of Amendment to amend the Articles of Incorporation.

Article 1 is amended to read as follows:

The name of the Corporation is SOKOTECH, INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

Change of Name. The Directors discussed the advisability of amending the Articles of Incorporation and the Bylaws to change the name of the Corporation. Upon motion duly made and carried, the Board of Directors resolved that the Articles of Incorporation and the Bylaws shall be amended to change the name of the Corporation to SOKOTECH, INC.; and the Officers were authorized and directed to file Articles of Amendment with the Florida Department of State.

IN WITNESS WHEREOF, we hereby set our hands and seals this 3rd day of November, 1997.

By: Kenneth P. Sokolow
KENNETH P. SOKOLOW, President, Director

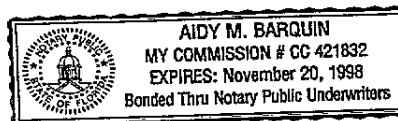
Attest: Debbie Sokolow
DEBBIE SOKOLOW, Secretary, Director

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, personally appeared KENNETH P. SOKOLOW and DEBBIE SOKOLOW, to me well known and known to me to be the persons described in and who executed the foregoing ARTICLES OF AMENDMENT as President and Secretary of SOKOTECH, INC., and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of December, 1997, in the aforesaid County and State.

Aidy M. Barquin
NOTARY PUBLIC, State of Florida
My Commission Expires:



RATIFICATION OF SPECIAL MEETING
OF SHAREHOLDERS OF
SOKOTECH, INC.
NOVEMBER 3, 1997

We the undersigned, being Shareholders of the above Corporation, hereby ratify, approve and confirm all that has occurred at the Special Meeting of Shareholders of the Corporation which was held on the above date, the foregoing Minutes of which we have read. In signification of such ratification, confirmation and approval we hereby sign our names.

DATED as of November 3, 1997.


KENNETH P. SOKOLOW, Shareholder


DEBBIE SOKOLOW, Shareholder