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**ALSO ADMITTED IN MASSACHUSETTS

January 29, 2003

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

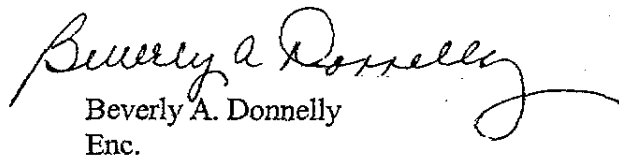
RE: The Albanese-Popkin Development Group, Inc.
Charter No. P97000072229

Gentlemen:

Enclosed please find an Amendment to the Articles of Incorporation of the above corporation for filing with the Secretary of State. Further enclosed is our check in the amount of \$35.00 as and for the filing fee.

Thank you for your assistance.

Very truly yours,


Beverly A. Donnelly
Enc.

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

THE ALBANESE-POPKIN DEVELOPMENT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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1. The name of the corporation is THE ALBANESE-POPKIN DEVELOPMENT GROUP, INC.

2. ARTICLE I of the Articles of Incorporation of THE ALBANESE-POPKIN DEVELOPMENT GROUP, INC. is amended as follows:

ARTICLE I

The name of the corporation shall be:

ALBANESE-POPKIN DEVELOPMENT GROUP, INC.

3. The date of the amendment's adoption is January 15, 2003.

4. The Amendment was approved by the Shareholders. The number of votes cast for the amendment was sufficient for approval by the Shareholders.

Signed this 29th day of January, 2003.

By: _____

Edward D. Popkin, Director / *V.P./sec'y*