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FROM: XL

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212-431-1441

TELEFAX INC

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

PHONE: (212) 431-5000

(212) 431-1441

FAX #:

NAME: FOGHAT R & T INC.

AUDIT NUMBER.....H97000018293

DOC TYPE.....BASIC AMENDMENT

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FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BLUMBERG/EXCELSIOR CORPORATE SERVICES, INC.
075350000353

ACCT#:

CONTACT: CATHY LEACH

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FAX #:

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NAME: FOGHAT R & T INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1997

FOGHAT R & T INC.
7300 WEST POINTE-APT 717
ORLANDO, FL 32835

SUBJECT: FOGHAT R & T INC.
REF: P97000074168

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for imaging.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: B97000018293
Letter Number: 997A00053350

H97000018293

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FOGHAT R & T INC.

FILED
97 NOV -5 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

1. The name of the corporation is: FOGHAT R & T INC.
2. ARTICLE SIXTH of the Articles of Incorporation of is hereby amended to be and read as follows:

6. The number of directors constituting the initial board of directors is four and the name(s) and address(es) of each person who is to serve as a member thereof is as follows:

David Peverett, 7300 W. Pointe-Apt. 717, Orlando, FL 32835,
Roger Earl, 7300 W. Pointe-Apt. 717, Orlando, FL 32835,
Anthony Stevens, 7300 W. Pointe-Apt. 717, Orlando, FL 32835 &
Roderick Price, 7300 W. Pointe-Apt. 717, Orlando, FL 32835,

3. The date of adoption of the amendment was: October 30, 1997.
4. The amendment was approved by the shareholders and the designation of each voting group entitled to vote separately on the amendment is as follows:

1,000 shares no par value, common stock, are entitled to vote.

1,000 shares no par value, common stock voted in favor of the amendment.

The number of votes cast for the amendment by each voting group was sufficient for approval by each voting group.

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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PAGE:04

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Dated:

11/3/97

Corporation Name:FOGHAT R & T INC.

A handwritten signature in dark ink, appearing to read "David Peverett", is written over a horizontal line.

President DAVID PEVERETT

BlumbergExcelsior
62 White St
NY, NY 10013
212-431-5000

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