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BARBARA K. OLSON

1 CERTIFIED IN REAL ESTATE BY
THE FLORIDA BAR BOARD OF CERTIFICATION
2 MEMBER FLORIDA AND TEXAS BARS
3 MEMBER FLORIDA AND NORTH CAROLINA BARS

SUITE 410 COMPSON FINANCIAL CENTER
980 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33432

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P97000077862

November 21, 1997

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS
AIRBILL NO.: 801834691455

RE: Beardog, Inc.
Our File No.: 96116-02

500002355695--8
-11/24/97-01122-022
*****35.00 *****35.00

Dear Sir or Madam:

Please find an original and one (1) copy of the Articles of Amendment for Beardog, Inc. along with a check in the amount of Thirty-five Dollars (\$35.00) which sum represents the filing fee for said Articles of Amendment.

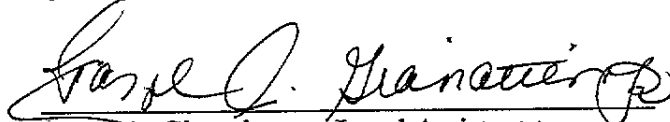
Please file the Articles of Amendment and return the certified copy to this office using the enclosed Federal Express Airbill.

If you have any questions with reference to the filing of these Amended Articles of Incorporation, please call the undersigned before returning the enclosures.

Thank you for your prompt attention to this matter.

Very truly yours,

DICKENSON, MURDOCH, REX AND SLOAN,
Chartered



Hazel A. Gianatiempo, Legal Assistant to
RICHARD A. MURDOCH
:hag

Enclosures

98 APR 27 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
APPROVED
AND
FILED

OK
P97000077862
Amend
4-27-98
4/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 4, 1997

DICKENSON, MURDOCH, REX AND SLOAN
% HAZEL GIANATIEMPO
980 NORTH FEDERAL HWY., #410
BOCA RATON, FL 33432

SUBJECT: BEARDOG, INC.
Ref. Number: P97000077862

We have received your document for BEARDOG, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 997A00057291

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BEARDOG, INC.

I. Article VI of the Articles of Incorporation of BEARDOG, INC. is amended to read as follows:

ARTICLE VI
BOARD OF DIRECTORS

This Corporation shall have one (1) director ~~initially~~ ^{initially}.

The number of directors may be increased or decreased from time to time by the Board of Directors.

The name and address of the initial director is:

Colleen B. Hannifan
9901 Chart House Cove
Austin, Texas 78730

APPROVED
AND
FILED
98 APR 27 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

II. The foregoing amendment was unanimously adopted by the shareholders of this Corporation on Nov. 21, 1997.

IN WITNESS WHEREOF, the undersigned Director of the Corporation has executed these Article of Amendment as of Nov. 21, 1997.


COLLEEN B. HANNIFAN, Director

STATE OF

Florida

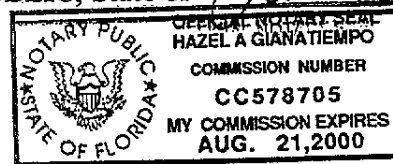
COUNTY OF

Palm Beach

The foregoing Articles of Amendment were acknowledged before me this 21st day of November, 1997 by COLLEEN B. HANNIFAN, as Director of the Corporation, on behalf of the Corporation. She is personally known to me, or _____ produced _____ as identification.

Hazel A. Gianatiempo
NOTARY PUBLIC, State of Florida

[SEAL]



PRINTED NAME OF NOTARY PUBLIC

My Commission Expires: