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TO: DIVISION OF CORPORATIONS

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FROM: MURAI, WALD, STONDO, MORENO, P.A.
CONTACT: MIURKA ALONSO
PHONE: (305) 358-5900

ACCT#: 076150002103

FAX #: (305) 358-9490

NAME: CLINTON INTERNATIONAL II, INC.
AUDIT NUMBER.....H97000016334
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 1
DEL. METHOD.. FAX
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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
CLINTON INTERNATIONAL II, INC.**

These Articles of Amendment are being filed for the purposes of amending the Articles of Incorporation of CLINTON INTERNATIONAL II, INC. as follows:

1. The name of the Corporation is CLINTON INTERNATIONAL II, INC.

2. Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced by the following:

ARTICLE I

NAME

The name of the corporation is CLINTON INTERNATIONAL GROUP, INC.

3. This Amendment shall be effective on October 1, 1997.

4. The Amendment was duly adopted by the director and shareholders of the Corporation by unanimous written consent on October 1, 1997.

These Articles of Amendment have been executed on this 29 day of Sept, 1997.

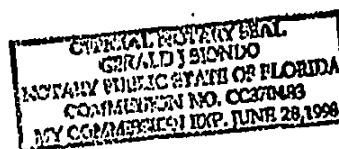
Stewart Marcus
Stewart Marcus, President

STATE OF FLORIDA)
):ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me on this 29 day of September, 1997 by Stewart Marcus as President of Clinton International II, Inc. He is personally known to me or has produced _____ as identification.

Gerald J. Biondo
NOTARY PUBLIC, STATE OF FLORIDA
Print Name: GERALD J. BIONDO
Commission No.: CC 370483

My Commission expires: 6/28/98
THIS INSTRUMENT PREPARED BY:
Gerald J. Biondo, Esq.
FL Bar #: 154713
MURAI, WALD, BIONDO & MORENO, P.A.
25 S.E. 2nd Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900



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