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LAW OFFICES
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TELEPHONE (561) 832-7600
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February 17, 1998

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*****35.00 *****35.00

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation for
Rainmaker Group, Inc.

Dear Sirs:

Enclosed please find the Amended Articles of Incorporation for Rainmaker Group, Inc. as well as copies of the Minutes amending same. Also enclosed is our Firm's check in the amount of \$35.00.

Should you have any questions or require anything further, please do not hesitate to contact me at 561/832-7600.

Sincerely yours,

Tami Rabellino
Tami Rabellino, CLA
Certified Legal Assistant to
Peter W. Mettler

/tr
Enclosures

Tami Rabellino GAVE

AUTHORIZATION BY PHONE TO

~~CORRECT~~

DATE

DOC. EXAM.

2-20-98

See

Amend

See 2/20

FILED
98 FEB 19 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED ARTICLES OF INCORPORATION

FOR RAINMAKER GROUP, INC.

Pursuant to Florida Statute, Section 607.1006, RAINMAKER GROUP, INC. hereby amends Article VI of its Articles of Incorporation to read as follows:

Article VI

Board of Directors and Officers

This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the officer and director of this corporation is:

Yacooob C. Madha
1251 Euclid Street, #4
Santa Monica, CA 90404

President/Secretary/
Treasurer/Director


The above amendment was unanimously adopted by all shareholders and directors of RAINMAKER GROUP, INC. on January 1, 1998.

By: Yacooob C. Madha
Yacooob C. Madha, President

STATE OF CALIFORNIA

COUNTY OF Los Angeles

The foregoing instrument was acknowledged before me this 9 day of February, 1998 by YACOOB C. MADHA, who is personally known to me or who has produced CDL#C5823551 as identification and who did not take an oath.

(SEAL)  SONIA MARTINEZ
COMM. #1036999
NOTARY PUBLIC - CALIFORNIA
LOS ANGELES COUNTY
My Comm. Expires AUG. 28, 1999
COMMISSION EXPIRES: 8-28-98
COMMISSION NO.: 1036999