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TAYLOR, GANSON & PERRIN, L.L.P.

COUNSELLORS AT LAW

VARNUM TAYLOR (1909 - 1979)
CHARLES MACKAY GANSON (1908 - 1982)
WM. GARDNER PERRIN
BRADLEY RIDGWAY COOK
CHARLES F. O'CONNELL
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EDWARD R. MARTIN
PATRICIA M. DARRIGO**
MARIA C. LAMPASONA
SUSAN M. KEALY
NINA J. PELLETIER
MAUREEN B. CARNEY
MICHAEL J. STARR

OF COUNSEL:
JAMES D. COLT
WILLIAM F. KEHOE

*ALSO ADMITTED IN NEW HAMPSHIRE
**ALSO ADMITTED IN NEW YORK AND NEW JERSEY

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: F & Z Holdings, Inc.

Dear Sir or Madam:

Enclosed for filing with respect to the above-referenced corporation please find the following:

- (1) Articles of Amendment; and
- (2) a check in the amount of \$43.75.

Please note that I am requesting a certified copy of the amendment. All correspondence may be addressed to me at the Boston address above.

Thank you for your assistance.

Sincerely,



Michael J. Starr

Encs.

cc: John L. Talvacchia, Esq.
William J. Fitzgerald

THE LANDMARK
160 FEDERAL STREET
TWENTIETH FLOOR
BOSTON, MASSACHUSETTS 02110

TELEPHONE: 617 951-2777
FACSIMILE: 617 951-0989

BEVERLY FARMS, MASSACHUSETTS

TELEPHONE: 508 921-7330

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TALLAHASSEE, FLORIDA

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CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

F & Z HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: That Article I be amended to change the name of the corporation from F & Z Holdings, Inc. to

F Z & K Holdings, Inc.

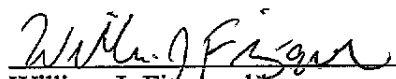
SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of the amendment's adoption is November 24, 1998

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 24th day of NOVEMBER, 1998.



William J. Fitzgerald
President