

P97000092530



ACCOUNT NO. : 072100000032

REFERENCE : 591733 4327968

AUTHORIZATION : Kurt Halverson

COST LIMIT : \$ 87.50

ORDER DATE : November 6, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 591733-005

CUSTOMER NO: 4327968

300002339983--2

CUSTOMER: Jeffrey S. Raynor, Esq
Jeffrey S. Raynor, P.a.
Suite 304
14155 U.s. Highway 1
Juno Beach, FL 33408

DOMESTIC AMENDMENT FILING

NAME: PLANET CIGAR DISTRIBUTION INC.

FILED
97 NOV -6 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

14/3
Joy name change
C.C.
97 NOV -6 AM 11:25
DIVISION OF INCORPORATION
RECEIVED

FILED

FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

97 NOV -6 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLANET CIGAR DISTRIBUTION INC.

The undersigned, being all of the directors of Planet Cigar Distribution Inc. (the "corporation"), the Articles of Incorporation of the corporation (the "Articles") having been filed by the Department of State, State of Florida, on October 28, 1997, do(es) hereby submit for filing this First Amendment to Articles of Incorporation, containing amendments to the Articles duly adopted effective as of November 3, 1997, as follows:

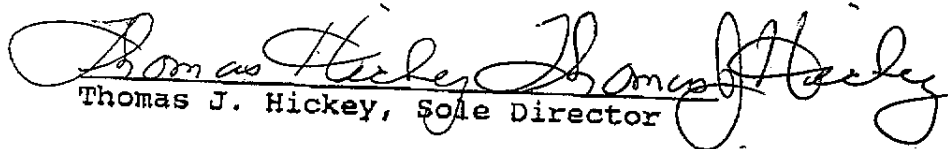
1. The name of the corporation is changed to Tempus Florida Corp., and ARTICLE FIRST of the Articles is amended in its entirety to read as follows:

"FIRST: The name of the corporation (hereinafter called the "corporation") is TEMPUS FLORIDA CORP. The mailing address and principal place of business of the corporation shall be c/o Jeffrey S. Raynor, P.A., 14155 U.S. Highway One, Suite 304, Juno Beach, FL 33408-1499."

2. The Articles are amended further to reflect the amended name of the corporation wherever the corporation's name appears in the Articles.

This First Amendment to Articles of Incorporation is made by all of the directors of the corporation before the issuance of any shares of the corporation. As amended by this First Amendment, the Articles remain unchanged.

IN WITNESS WHEREOF, we do hereby subscribe this First Amendment to Articles of Incorporation effective as of November 3, 1997.

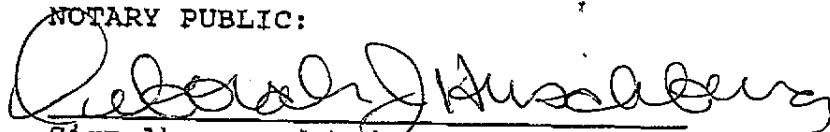

Thomas J. Hickey, Sole Director

STATE OF NEW YORK

COUNTY OF Nassau ss.:

4th The foregoing instrument was acknowledged before me this day of November, 1997, by THOMAS J. HICKEY, who personally appeared before me, and who is personally known to me or (if not personally known to me) who has produced known to me as identification.

NOTARY PUBLIC:



Sign Above and Print Name

Here: Deborah J. Hirschberg

Notary Public - State of New York

Commission Expiration Date: 5/9/98Commission Number: 01HI4930591

[Seal, if any]

DEBORAH J. HIRSCHBERG
Notary Public, State of New York
No. 01HI4930591
Qualified in Nassau County
Commission Expires May 9, 1998