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October 6, 1998

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

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-10/08/98--01044--008
*****87.50 *****43.75

Re: Articles of Amendment


Ladies and Gentlemen:

Enclosed for filing please find an original and duplicate of Articles of Amendment to the Articles of Incorporation of International Hardwoods Co., along with a check in the amount of \$87.50 to cover the filing fee and fee for a certified copy.

Thank you for your prompt attention to this matter.

Very truly yours,

MIRKIN & WOOLF, P.A.


Mark H. Mirkin
MHM/mf

Encs.

cc: Donald E. Degnan

FILED
98 OCT -8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

VS OCT 13 1998

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF

INTERNATIONAL HARDWOODS CO.

Pursuant to the provisions of the Florida Statutes, on May 19, 1998 shareholders owning more than 80 percent of the shares of common stock and all of the directors of International Hardwoods Co., a Florida corporation (the "Corporation"), adopted the following resolution by written consent:


RESOLVED: That the Articles of Incorporation of the Corporation as filed with the Florida State Department be amended to increase the number of authorized shares of common stock from 1,000,000 to 10,000,000.

The number of votes cast for the subject resolution by such shareholders was sufficient for approval.

NOW THEREFORE, in accordance with the foregoing resolution, Article III of the Corporation's Articles of Incorporation is amended to read as follows:

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is ten million (10,000,000) shares of common stock, \$0.01 par value per share.

IN WITNESS WHEREOF, the President of the Corporation has executed and submitted this instrument this 30th day of September, 1998.



Donald E. Degnan

FILED
1998 OCT -8 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA