

**GOLDBERG  
YOUNG &  
GRAVENHORST, P.A.**  
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MARILYN K. SUMMITT

REPLY TO:

Fort Lauderdale Office

January 28, 1998

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301

Re: BP & GB, Inc.

FILED  
98 JAN 30 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosed is an original and one copy of the Articles of Amendment for the above referenced corporation, together with a check payable to the Department of State in the amount of \$87.50 for the following costs:

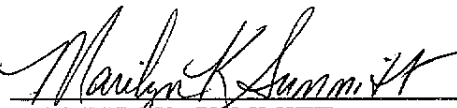
Filing Fee	\$ 35.00
Certified Copy	<u>52.50</u>
Total	<u>\$ 87.50</u>

Please mail the certified copy to my attention at the mailing address indicated herein. Thank you for your assistance in this matter.

Very truly yours,

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-01/30/98--01043--021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

GOLDBERG, YOUNG & GRAVENHORST, P.A.

  
MARILYN K. SUMMITT  
For The Firm

Enclosures

cc: Barbara Pontoriero  
Louis Besa

*Amend*

*See 2/3*

1630 NORTH FEDERAL HIGHWAY  
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NORTH PALM BEACH, FLORIDA 33408  
TELEPHONE (561) 842-1986

MAILING ADDRESS: P.O. BOX 23800, FORT LAUDERDALE, FLORIDA 33307

ARTICLES OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
BP & GB, INC.

FILED  
98 JAN 30 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, President of BP & GB, INC., a corporation organized under the laws of the State of Florida, hereby certifies as follows:

1. The name of the corporation is: BP & GP, INC.
2. The text of the Amendment adopted is as follows:

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is 2,000 shares, classified as follows:

<u>Class</u>	<u>Voting</u>	<u>Shares Authorized</u>	<u>Par Value</u>
Class A Common	Voting	1,000	\$1.00/share
Class B Common	Non-Voting	1,000	\$1.00/share

Holders of Class B Non-Voting Common shares shall have the same rights and privileges as holders of Class A Voting Common shares except that holders of Class B Non-Voting Common shares shall not be entitled to vote by reason of holding such shares of Class B stock.

3. That the Board of Directors of the corporation by Action on the 21st day of January, 1998, unanimously resolved that the Amendment to the Articles of Incorporation as contained herein be recommended to the shareholders of the corporation.

4. That pursuant to Section 607.0704, by Action of the shareholders of the corporation on the 21st day of January, 1998,

the shareholders unanimously approved the proposed Amendment to the Articles of Incorporation contained herein.

5. The Amendment was approved by the shareholders and the number of votes cast for the Amendment by the shareholders was sufficient for approval of the Amendment.

IN WITNESS WHEREOF, the corporation has caused these Articles of Amendment to be signed and executed by BARBARA PONTORIERO, as President, this 27<sup>th</sup> day of January, 1998.

BP & GB, INC.

By: Barbara Pontoriero  
BARBARA PONTORIERO, President  
PES.

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