

1/22/98

P97000099006

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: R.E.D. OF SOUTH FLORIDA, INC.
AUDIT NUMBER.....H98000001477
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
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DIVISION OF CORPORATIONS

*Amendment
01/27/98
DC*

1/22/98

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1/22/98

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FLORIDA DEPARTMENT OF STATE
Sandra B. Northam
Secretary of State

January 23, 1998

R.E.D. OF SOUTH FLORIDA, INC.
4330 SHERIDAN STREET STE 202B
HOLLYWOOD, FL 33021

SUBJECT: R.E.D. OF SOUTH FLORIDA, INC.
REF: P97000099006

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The President of R.E.D. OF SOUTH FLORIDA, INC. should sign the Articles of Amendment. The document indicates the person signing is the president of R.E.D. LIMITED. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000001477
Letter Number: 198A00003868

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JAN 26 1998
JAN 26 PM 1:34
DIVISION OF CORPORATIONS

R.E.D. OF SOUTH FLORIDA, INC.
4330 SHERIDAN STREET STE 202B
HOLLYWOOD, FL 33021

SUBJECT: R.E.D. OF SOUTH FLORIDA, INC.
REF: P97000099006

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

"OR"

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please

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CERTIFICATE OF AMENDMENT

OF

R.E.D. OF SOUTH FLORIDA, INC.

The Incorporator of R.E.D. OF SOUTH FLORIDA, INC. has unanimously approved the following amendments to the Articles of Incorporation adopted as of November 20, 1997. The Amendment was adopted by the Incorporator without Shareholder action and Shareholder action was not required.


ARTICLE VII - DIVISION OF SHARES

The number of shares of stock which they agree to take shall be amended as follows:

ROGER CHOUKROUN
4330 Sheridan Street
Suite 202-B
Hollywood, Florida 33021

(100 Shares)

IN WITNESS WHEREOF, the undersigned has set his signature and seal as a subscriber and has acknowledged and filed in the office of the Department of State of Florida, this Certificate of Amendment to the Certificate of Incorporation of R.E.D. OF SOUTH FLORIDA, INC. this 27th day of January, 1998.


CHARLES S. SERFATY, as
Incorporator

Prepared by:
Charles S. Serfaty, Esq.
4330 Sheridan Street
Suite 202-B
Hollywood, Florida 33021
(954) 894-9449

FBN: 821 837

FILED
98 JAN 27 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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