

ACCOUNT NO. : 07

072100000032

AUTHORIZATION Patricia Pugits

COST LIMIT

\$ 35.00

ORDER DATE: April 21, 1998

ORDER TIME : 9:57 AM

ORDER NO. : 789148-010

CUSTOMER NO: 7151222

CUSTOMER: Mr. Jack Lipworth

Mr. Jack Lipworth

10175 South Dixie Highway

Miami, FL 33156

DOMESTIC AMENDMENT FILING

NAME: F.

F. DEPOT INC.

EFFICTIVE DATE Name

XX ARTICLES OF AMENDMENT OF AMENDMENT Upga er

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY AMENDMENT OF COPY CERTIFICATE OF GOOD STANDING OF COPY CERTIFICATE OF COOD STANDING OF COPY CERTIFICATE OF COPY

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

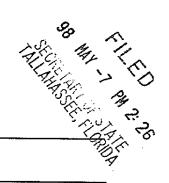
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DIVISION OF CORPORATION

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



F. DEPOT INC.

(present name)

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VI. DIRECTORS being amended as follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Hilary M. Lipworth

10175 So. Dixie Highway, Miami, FL 33156

Alex J. Lipworth

10175 So. Dixie Highway, Miami, FL 33156

Jack A. Lipworth

10175 So. Dixie Highway, Miami, FL 33156

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:

NOT APPLEABLE

-	¢
` THIRD:	The date of each amendment's adoption:
FOURTH	I: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by" voting group
	voting group
×	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this <u>23rd</u> day of <u>april</u> , 19 <u>1998</u> .
Signature	M Adjusted HAIRMA (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OP
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Typed or printed name
	-) kan a- karama amin
	Title