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ACCT#:

CONTACT: CHRISTINA DE HOWARTZ
PHONE: (305)577-4166
(305)373-6036

FAX #:

NAME: TRG II, INC.

AUDIT NUMBER.....H98000013030

DOC TYPE.....BASIC AMENDMENT

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Amendment
07/15/98

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7/14/98
2:50 PM

FLORIDA DIVISION OF CORPORATIONS

NO.868 P.1/3

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
TRG II, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the Corporation is TRG II, INC.

2. The following amendment to the Articles of Incorporation ("Articles") was made by the Incorporator of the Corporation, in the manner prescribed by the Florida General Corporation Act Section 607.1006, such that the consent of the Shareholders was not required or obtained.

3. **WHEREAS**, the Corporation desires to amend its Articles of Incorporation to comply with certain terms and provisions of the Lenders.

(a) Article XIII is amended and restated as follows:

Article XIII - Independent Director

The term "Independent Director" shall be any person who: (i) is not and for the prior five years has not been (A) a shareholder, officer, director, general partner, employee, significant customer, creditors, supplier, or independent contractor of the Corporation, or The Richman Group of Connecticut, LLC, or (B) a member of the immediate family of any person described above; and (ii) does not directly or indirectly own any class of voting stock of the Corporation or any of its affiliates. As used herein, the term "affiliate" means any person controlling, under common control with, or controlled by the person in question, and the term "control" means the possession, directly or indirectly, of the power to direct or to cause the direction of the management and policies of a person, whether through ownership of voting securities, by contract or otherwise. If an Independent Director resigns, dies or becomes incapacitated, or such position is otherwise vacant, no action requiring the unanimous affirmative vote of the Board of Directors shall be taken until a successor Independent Director is elected and qualified and approved such action. In the event of the death, incapacity, or resignation of an Independent Director, or a vacancy for any other reason, a successor Independent Director shall be appointed by the remaining Directors. The Independent Director shall be permitted to vote on such matters as specified in the Bylaws of the Corporation. No Independent Director may be removed unless his or her successor is appointed.

Prepared By and Return to:
Leon J. Wolfe, Esq., #327247
BERMAN WOLFE & RENNERT, P.A.
100 S.E. Second Street, Suite 3500
Miami, Florida 33131-2130
(305) 577-4167

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4. In all other respects, the Articles are confirmed and ratified.

DATED as of the 14th day of July, 1998

[Handwritten Signature]

Leon J. Wolfe, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, personally appeared LEON J. WOLFE, known to me to be the Incorporator of TRG II, INC., and he acknowledged before me that he signed the foregoing for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of July, 1998.

My Commission Expires:

[Handwritten Signature]

NOTARY PUBLIC
State of Florida at Large



Shirley T. Lynch
My Commission C026474
Expires Sep. 19, 2000

©LAWRICHMANTRA (2nd Amend) Articles of Incorporation

Prepared By and Return to:
Leon J. Wolfe, Esq., #327247
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