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REPLY TO:

Orlando

April 13, 1998

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: ERI Management, Inc.

7000002488447--3
-04/14/98-01077-003
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the Articles of Amendment to Articles of Incorporation of the above-referenced corporation:

1. The executed Articles of Amendment to Articles of Incorporation;
2. A copy of the executed Articles of Amendment to be certified and returned; and
3. A check in the amount of \$87.50 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

M. Deborah Fricke
Corporate Legal Assistant

MDF:mlb
enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY -1 PM 3:57

APPROVED
AND
FILED

Out Copy
OK
98000011323
Amend
5-1
Hpf



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 20, 1998

WINDERWEEDLE, HAINES, WARD, ET.AL.
% M. DEBORAH FRICKE
P.O. BOX 1391
ORLANDO, FL 32802-1391

SUBJECT: ERI MANAGEMENT, INC.
Ref. Number: P98000011323

We have received your document for ERI MANAGEMENT, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 698A00021101

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ERI MANAGEMENT, INC.**

WHEREAS, the name of the Corporation is ERI Management, Inc., and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on January 29, 1998; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1001 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders at a meeting held on January 30, 1998, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article VI - Directors is hereby amended to read as follows:

"ARTICLE VI -Directors

A. The number of Directors of this Corporation shall be one (1).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the sole member of the Board of Directors, to hold office until the next annual meeting of the Shareholders of this Corporation or until her successor is elected or appointed and has qualified, is:

Name

Address

Vivian Segovia-Boone

9136 Bay Hill Blvd.
Orlando, FL 32819-4866"

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 MAY - 1 PM 3:57

APPROVED
AND
FILED

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of the 30th day of January, 1998.

ERI Management, Inc.,
a Florida corporation

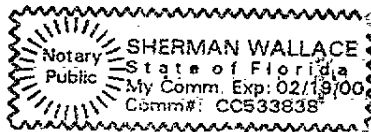
By: 

Vivian Segovia-Boone, President

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10 day of April, 1998, by Vivian Segovia-Boone who is personally known to me or has produced _____ as identification and [did/did not] take an oath.




NOTARY SIGNATURE

Sherman Wallace
NOTARY NAME PRINTED
Notary Public
My Commission Expires: