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SECURITIES/  
CORPORATE DEPT.  
FACSIMILE  
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February 5, 1999

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Amendment of  
WORLDWIDE HEAVY EQUIPMENT SALES, INC.  
Our File No. 94099.001

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the  
subject Articles of Amendment together with a check in the amount  
of \$87.50 for cost of filing same and certified copy. Please  
forward to us the certified copy verifying this amendment.

Thank you for your assistance in this matter.

Very truly yours,

Larissa K. Lincoln  
Legal Assistant

a:\amend.1tr  
enclosures

cc: Richard Dwyer

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-02/08/99-01106-026  
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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
WORLDWIDE HEAVY EQUIPMENT SALES, INC.

1. The following provisions of the Articles of Incorporation of WORLDWIDE HEAVY EQUIPMENT SALES, INC., a Florida corporation, filed in Tallahassee, Florida, be and they hereby are amended in the following particulars:

Article I be and it hereby is amended to read as follows:

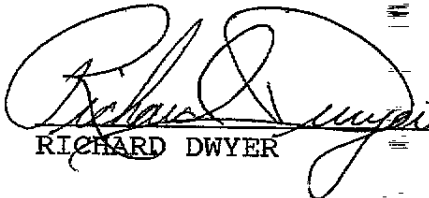
The name of the Corporation shall be:

D III CORP.

2. All remaining provisions of the original Articles of Incorporation shall remain unchanged.

3. The foregoing amendments were adopted by the Directors and Shareholders of the corporation on July 1, 1998.

IN WITNESS WHEREOF, the corporation acting through its duly authorized officer has executed these Articles of Amendment this 6th day of July, 1998.

  
RICHARD DWYER