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LOREN E. BODEM, CHARTERED  
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ADMITTED: FLORIDA, MICHIGAN  
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April 14, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000002430640--C

-04/16/98--01059--019

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Lioni, Incorporated/Ruffino's II, Incorporated

Dear Madam or Sir:

Enclosed is an original and one copy of Articles of Amendment and a check in the amount of \$35.00 to cover the cost of filing same. Please return a copy to this office.

Very truly yours,

LOREN E. BODEM, CHARTERED

  
Loren E. Bodem

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 16 AM 9:59

LEB/clb

Enclosures

Copy: Client

N.C.

4-21-98

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 16 AM 9:59

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
LIONI, INCORPORATED**

Article 1 of the Articles of Incorporation of LIONI, INCORPORATED was amended by the corporation's Board of Directors on April 13, 1998. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to Florida Statute 607.0602.

1. The name of the corporation is LIONI, INCORPORATED.
2. Article 1 of the Articles of Incorporation of LIONI, INCORPORATED, was amended as follows:

"The name of this corporation is: RUFFINO'S II, INCORPORATED."

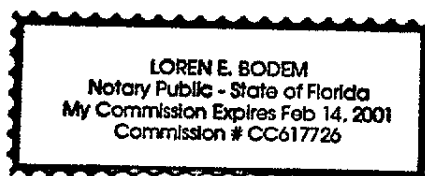
In witness whereof, the undersigned Directors of this corporation have executed these Articles of Amendment of LIONI, INCORPORATED on April 13, 1998.

Gaetano Angelone  
GAETANO ANGELONE, Director

Maria Angelone  
MARIA ANGELONE, Director

STATE OF FLORIDA  
COUNTY OF MARTIN

13<sup>th</sup> The foregoing Articles of Amendment were sworn to and acknowledged before me this day of April, 1998 by GAETANO ANGELONE and MARIA ANGELONE as Directors. They are personally known to me.



[Signature]  
Notary Public