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FROM: MURAI, WALD, BIONDO, MORENO, P.A. ACCT#: 076150002103
CONTACT: JULIE RUFF
PHONE: (305)358-5900 FAX #: (305)358-4842

NAME: BERKEM INVESTMENTS, INC.
AUDIT NUMBER.....H9800009263
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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TALLAHASSEE, FLORIDA

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Amendment
5/18/98
PC

05/15/98 FRI 16:59 FAX 3053589490

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 18, 1998

BERKEM INVESTMENTS, INC.
25 SE 2ND AVE #900
MIAMI, FL 33131

SUBJECT: BERKEM INVESTMENTS, INC.
REF: P98000037153

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The phone number of the preparer of the original document must be contained in the lower left-hand corner of the first page of the document.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000009263
Letter Number: 698A00027604

FAX AUDIT NUMBER:
H98000009263

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION OF
BERKEM INVESTMENTS, INC.**

These Articles of Amendment are being filed for the purposes of amending the Articles of Incorporation of BERKEM INVESTMENTS, INC. as follows:

1. The name of the Corporation is BERKEM INVESTMENTS, INC.
2. Article V of the Articles of Incorporation are amended to read as follows:

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be the same as the Registered Office.

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TALLAHASSEE, FLORIDA

3. This Amendment shall be effective on May 14, 1998.
4. The Amendment was adopted by the Incorporator, as the corporation has not yet issued shares.

These Articles of Amendment have been executed on this 14th day of May, 1998.

MURAI WALD BIONDO & MORENO, P.A.

By: *M. Cristina Moreno*
M. Cristina Moreno
Incorporator

PREPARED BY:
M. CRISTINA MORENO, ESQUIRE
MURAI WALD BIONDO & MORENO, P.A.
25 S.E. 2ND AVENUE, SUITE 900
MIAMI, FLORIDA 33131
FLORIDA BAR NO. 259721
1-305-358-5900

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H98000009263

STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

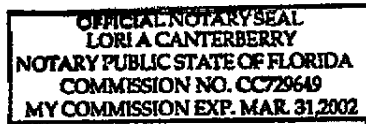
The foregoing instrument was acknowledged before me this 14th day of May, 1998 by M. Cristina Moreno, as Vice President of Murai Wald Biondo & Moreno, P.A., as Incorporator of BERKEM INVESTMENTS, INC., a Florida corporation, on behalf of the corporation.

This person () is personally known to me or () has produced n/a as identification.

NOTARY PUBLIC

Lori A. Canterberry
Print Name: Lori A. Canterberry

My Commission Expires:



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