MAY. 7.1999 4:04PM TRIPP SCOTT NO.120 P.1/2 of Corporations 1 of 1

Florida Department of State

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BASIC AMENDMENT

AGEAN INVESTMENTS, INC.

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May 7, 1999

AGEAN INVESTMENTS, INC. 1830 WEST BROWARD BLVD. FORT LAUDERDALE, FL 33312

SUBJECT: AGEAN INVESTMENTS, INC.
REF: P98000041508

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NO.120 P.2/2

H99000010904

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF AGEAN INVESTMENTS, INC.

The following provisions of the Articles of Incorporation of Agean Investments, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on May 7, 1998, document number P98000041508, be and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I

The name and address of the Corporation is:

AEGEAN INVESTMENTS, INC. 1830 West Broward Boulevard Fort Lauderdale, Florida 33312 99 MAY -7 PM W. W.3
SECRETARY OF STATE
SECRETARY OF STATE

The foregoing Amendments were adopted by a Joint Consent Action of the Sole Director and Sole Shareholder of this Corporation, dated May _______, 1999. The number of votes cast by the shareholders in favor of the foregoing amendments was sufficient to approve the foregoing amendments.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment this _____ day of May, 1999.

Raymond Talaribo

President

Prepared by:

Manhew Zifrony, Esq. Bar No. 0885487 Tripp Scott, P.A. P.O. Box 14245 Fort Lauderdale, FL 33302 (954) 525-7500