

ADAMS, GALLINAR, IGLESIAS & MEYER, P.A.

MEMORANDUM

P98000044342

To: Department of State
Division of Corporations

From: Marta M. Cil *mail*

Date: October 28, 1998

Re: Articles of Amendment to Articles of Incorporation of Graft Investments Corp.

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-10/29/98--01055--014

*****43.75 *****43.75

Enclosed please find this firm's check no. 2664 in the amount of \$43.75 representing the fee to file the enclosed Articles of Amendment to Articles of Incorporation of Graft Investments Corp. and the fee for the issuance of a Certificate of Good Standing. Please stamp the enclosed duplicate original of the Articles of Amendment and return it to me along with the Certificate of Good Standing. I have enclosed a self-addressed, stamped envelope for your convenience. I have also enclosed the original Organizational Minutes of Graft Investments Corp. for your records.

Returned 10-3-98

We thank you in advance for your prompt attention to this matter. Meanwhile, please do not hesitate to contact me in the event you have any questions.

*NC
11-3-98
DMS*

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SECRETARY OF
TREASURY OF FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
GRAFT INVESTMENTS CORP.**

The undersigned, being the Secretary of GRAFT INVESTMENTS CORP., a Florida corporation (the "Corporation"), hereby certifies that:

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

ARTICLE I. NAME

The name of the Corporation is: REDCLOSE INVESTMENTS CORPORATION

2. The foregoing amendment was unanimously approved by the Corporation's Board of Directors and Shareholders, by joint resolution of the Corporation's Directors and Shareholders dated October 26, 1998.

IN WITNESS WHEREOF, the undersigned, being the Secretary of the Corporation has hereunto set his hand and has affixed the Corporation's corporate seal this 28th day of October, 1998.

By: _____

John S. Sullivan, Secretary

[Corporate Seal]

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SECRET
TALLAHASSEE, FLORIDA

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