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BROOKMYER, HOCHMAN & PROBST, P.A. GARDENS PLAZA

3300 PGA BOULEVARD, SUITE 350 PALM BEACH GARDENS, FLORIDA 33410 TELEPHONE (561) 624-2110 FACSIMILE (561) 624-2425 STUART OFFICE
BY APPOINTMENT ONLY
ROYAL PALM FINANCIAL CENTER
759 S. FEDERAL HIGHWAY, Suite 212

STUART, FLORIDA 33995-2434 TELEPHONE (561) 223-4030

July 17, 1998

Department of Corporations Secretary of State 409 E. Gaines Street Tallahassee, FL 32399

200002594942--9 -07/22/98--01006--020 *****35.00 ******35.00

RE: B & D Corporation
Articles of Amendment

Dear Sir or Madam:

Enclosed please find the original and one copy of an Amendment to Articles of Incorporation of B & D Corporation together with a check in the amount of \$35.00 to cover the filing fee.

Please file said Amendment to Articles of Incorporation, and return the copy marked with the filing date to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

Elliot F. Hochman

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Ameno 1128/98 SECRETARY OF STATE
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 22, 1998

Elliot F. Hochman 3300 PGA Blvd., Suite 350 Palm Beach Gardens, FL 33410

SUBJECT: B & D CORPORATION OF PALM BEACH

Ref. Number: P98000056563

We have received your document for B & D CORPORATION OF PALM BEACH and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We can find no record of the entity named in your document. A computer printout of a similarly named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation").

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne Senior Section Administrator

Letter Number: 798A00038786

ARTICLES OF AMENDMENT

FILED SECRETARY OF STATE DIVISION OF CORPORATIONS

OF

98 JUL 28 PM 2: 39

B & D CORPORATION OF PALM BEACH

The undersigned, for the purpose of amending the Articles of Incorporation under §607.1006 of the Florida General Corporation Act, hereby adopt the following Articles of Amendment:

- a) The name of the corporation is B & D CORPORATION OF PALM BEACH.
- b) ARTICLE SIX of **B & D CORPORATION OF PALM BEACH'S** Articles of Incorporation as stated therein is herewith revoked and deleted in its entirety. The following ARTICLE SIX is substituted in its place and stead:

ARTICLE SIX

REGISTERED OFFICE

The street address of the initial registered office of the corporation is 14915 Horseshoe Trace, Wellington, FL 33414, and the name of the initial registered agent at that address is MARGARET E. STEINBERGER. The corporation's principal office mailing address is 14915 Horseshoe Trace, Wellington, FL 33414.

c) ARTICLE SEVEN of B & D CORPORATION OF PALM BEACH'S Articles of Incorporation as stated therein is herewith revoked and deleted in its entirety. The following ARTICLE SEVEN is substituted in its place and stead:

ARTICLE SEVEN

DIRECTORS

- 7.01 The initial board of directors of the corporation shall consist of three members.
- 7.02 The names and addresses of the first board of directors are:

Name

Address

Margaret E. Steinberger

14915 Horseshoe Tr. Wellington, FL 33414

Dorothy Louise Baccari

6827 Crestway Drive

Bloomfield Hills, MI 48301

Mary Evelyn Davenport 1611 Campau Port Huron, MI 48060

- d) These Articles of Amendment shall be adopted upon the filing of these Articles of Amendment with the Department of State.

IN WITNESS WHEREOF, I have subscribed my name this _/6 day of July, 1998.

Margaret E. Steinberger

Sole Shareholder, Director
and President

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this <u>/6</u> day of July, 1998, by Margaret E. Steinberger, who is personally known to me or who has produced a Florida driver's license as identification and who did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of July, 1998.

My Commission Expires:

Notary Public
Name: (printed)

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