

SAX, WILLINGER & GOLD
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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August 22, 2000

Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

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*****87.50 *****43.75

Re: CAP-East Associates, Inc.

Greetings:

Enclosed please find two original copies of the Articles of Amendment and two original copies of the Corporate Action by Director and Shareholder in connection with the above referenced. Also enclosed is our check in the amount of \$87.50 to cover your fees and certified copies.

Thank you for your cooperation in this matter.

Very truly yours,


Scott R. Willinger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SRW/dam
Enclosure

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ARTICLES OF AMENDMENT
CAP- EAST ASSOCIATES, INC.

I, EDWARD W. EASTON, as President and Secretary, respectively, of CAP-EAST ASSOCIATES, INC., a Florida corporation duly organized and existing under and by virtue of the Laws of the State of Florida, do hereby certify that pursuant to {607.1006 of the Florida Statutes, all of the Directors and the Shareholders of the Corporation eligible to vote signed a written statement manifesting their intention that an Amendment to the Articles of Incorporation be adopted effective August 1, 2000, changing the name of the Corporation from CAP-EAST ASSOCIATES, INC. to FUNDAMENTAL EASTON, INC., as follows:

ARTICLE I

The name of the Corporation shall be FUNDAMENTAL EASTON, INC.



EDWARD W. EASTON, as President

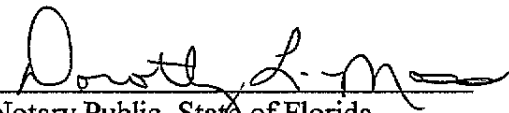


EDWARD W. EASTON, as Secretary

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

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared EDWARD W. EASTON, as President and Secretary, of CAP-EAST ASSOCIATES, INC. to me known to be the person described in and who executed the foregoing Articles of Amendment and he acknowledged before me that he executed the same for the uses and purposes therein contained.

WITNESS my hand and official seal in the State and County last aforesaid this 17th day of August, 2000.



Notary Public, State of Florida
My Commission Expires:



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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

CORPORATE ACTION BY DIRECTOR AND SHAREHOLDER

The Sole Director and the Shareholder of CAP-EAST ASSOCIATES, INC., a Corporation organized and existing under the laws of the State of Florida, does hereby unanimously agree, consent to, adopt and order the following Corporate Action:

1. Each of the undersigned do hereby waive all formal requirements, including the necessity of holding a formal or informal meeting and any requirement that notice of such meeting be given.
2. Pursuant to {607.1006 of the Florida Statutes, the Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation from CAP-EAST ASSOCIATES, INC. to FUNDAMENTAL EASTON, INC., as follows:

ARTICLE I

The name of the Corporation shall be FUNDAMENTAL EASTON, INC.

3. The action contained herein shall be effective the 1st day of August, 2000.

IN WITNESS WHEREOF, the undersigned Director and the Shareholder has executed the foregoing Corporate Action by Director and Shareholder for the purpose of giving his consent thereto and authorizing the action thereof by the Corporation.

SHAREHOLDER:



EDWARD W. EASTON

DIRECTOR:



EDWARD W. EASTON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA