McCarthy, Summers, Bobko, McKey, Wood & Sawyer, P.A.

Attorneys at Law

Noel A. Bobko***
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E-Mail: info@mcsumm.com http://www.mcsumm.com

January 4, 1999

Florida Department of State Division of Corporations Amendment Division 409 E. Gaines Street Tallahassee, Florida 32399

Re: Kalish Holdings, Inc. f/k/a Kalish & Katzman, Inc.

Gentlemen:

Enclosed please find an original and one (1) photocopy of the Articles of Amendment to Articles of Incorporation of Kalish & Katzman, Inc.

Once the enclosed has been filed with your office, please return a certified copy of the Articles of Amendment to Articles of Incorporation showing the filing information, as well as a certificate of good standing for the corporation.

Finally, I have also enclosed this firm's check in the amount of \$35.00.

Thank you for your attention to the above, and if you have any questions, concerns or problems with the enclosed, please telephone me at your earliest convenience.

Sincerely,

Kimberley Caswell

Legal Assistant to Thomas R. Sawyer

/kc

cc:

Enclosures

Keith J. Kalish

Ameril + N.C. 1-25-99



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 13, 1999

MCCARTHY, SUMMERS, BOBKO, ET AL KIMBERLEY CASWELL 2081 E. OCEAN BLVD., SECOND FLOOR STUART, FL 34996

SUBJECT: KALISH & KATZMAN, INC.

Ref. Number: P98000097912

We have received your document for KALISH & KATZMAN, INC. 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):

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) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 999A00001646

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McCarthy, Summers, Bobko, McKey, Wood & Sawyer, P.A.

Attorneys at Law

Noel A. Bobko*** Nicola Jaye Boone Robert N. Maitland, II Terence P. McCarthy* John D. McKey, Jr. Thomas R. Sawyer ** Robert P. Summers** Steven J. Wood*

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January 19, 1999

Florida Department of State Division of Corporations Amendment Division 409 E. Gaines Street Tallahassee, Florida 32399

Re:

Kalish Holdings, Inc. f/k/a Kalish & Katzman, Inc.

Ref. Number: P98000097912 Letter Number: 999A00001646

Gentlemen:

Pursuant to your correspondence dated January 13, 1999 (copy enclosed), please find a revised original and one (1) photocopy of the Articles of Amendment to Articles of Incorporation of Kalish & Katzman, Inc."

Once the enclosed has been filed with your office, please return a certified copy of the Articles of Amendment to Articles of Incorporation showing the filing information, as well as a certificate of good standing for the corporation.

Thank you for your attention to the above, and if you have any questions, concerns or problems with the enclosed, please telephone me at your earliest convenience.

Sincerely, Kimberley Caswell

Legal Assistant to Thomas R. Sawyer

/kc

Enclosures

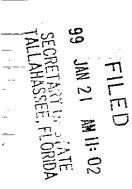
ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

KALISH & KATZMAN, INC.



1. ARTICLE I of the Articles of Incorporation of KALISH & KATZMAN, INC., is amended to read as follows:

ARTICLE I

NAME

The name of this corporation shall be: KALISH HOLDINGS, INC.

2. ARTICLE VI of the Articles of Incorporation of KALISH & KATZMAN, INC., is amended to read as follows:

ARTICLE VI

DIRECTORS

This corporation shall have one (1) director. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the Director of this corporation is:

Keith J. Kalish 1430 S.W. St. Lucie West Blvd. Port St. Lucie, Florida 34986

3. The foregoing amendment was adopted by the shareholders of this corporation on December 24, 1998.

IN WITNESS WHEREOF, the undersigned president of this corporation has executed these Articles of Amendment on this Haday of December, 1998.

Keith J. Kalish, President

STATE OF FLORIDA

COUNTY OF St Lucie

The foregoing instrument was acknowledged before me this day of December, 1998, by Keith J. Kalish, as President of Kalish & Katzman, Inc., a Florida corporation, who: [1] is personally known to me, or [1] has produced _______ as identification, and who did not take an oath.

(NOTARY SEAL)

Margaret A. Harry
MY COMMISSION # CC759277 EXPIRES
October 26, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Typed, printed or stamped

I am a Notary Public of the State of Florida having a commission number of: CC 75927 7

my commission expires: 10/26/02