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THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG • BLACK, P.A.

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STEVEN W. DEUTSCH
Of Counsel

Feb. 5, 1999

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: RLG-MBE INCORPORATED

500002772795-0172
-02/11/99-01047-017
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed herewith please find the original Articles of Amendment for the above corporation to change its corporate name to 'RLG VENTURES, INC.'

Also enclosed is my firm's check in the amount of \$35.00 representing the filing fee for the enclosed Amendment.

Upon filing, please provide proof to the undersigned and thank you for your cooperation and assistance in this matter.

Sincerely,

FRANK, EFFMAN, WEINBERG & BLACK, P.A.

Steven A. Weinberg /kh

Steven A. Weinberg,
for the Firm

SAW/km

Encls.

FILED
99 FEB 11 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6604.000 Div. Corp.1

N.C.
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CC

FILED
 99 FEB 11 PM 2:53
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

RLG-MBE INCORPORATED

Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of the above-names Corporation are hereby amended as follows:

1. The name of the Corporation shall be amended to read:

RLG VENTURES, INC.

The undersigned, being the President of RLG-MBE INCORPORATED hereby certifies that the foregoing Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors and all of the Shareholders at a meeting duly held by them on the 3rd day of February, 1999.

RLG-MBE INCORPORATED

BY: Richard S. Goodrich, President
 RICHARD GOODRICH, President

STATE OF FLORIDA)
) ss
 COUNTY OF BROWARD)

The foregoing Articles of Amendment were acknowledged before me this 8th day of February, 1999 by RICHARD GOODRICH, President of the Corporation who is personally known to me or produced a Florida Drivers License as identification.



My commission expires

Notary Public

Steven A. Weinberg
 Name of Notary Public

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8000 PETERS ROAD • PLANTATION, FL 33324