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HARVEY J. GOLDSTEIN, S.C.
MARNIE RITCHIE PONCY, R.N.

February 23, 2000

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

100003150531--5
-02/28/00--01165--009
*****35.00 *****35.00

Re: C.P.I. International Sales & Marketing, Inc.

Dear Sirs/Madam:

Enclosed please find an amendment to the Articles of Incorporation for the above-referenced corporation and an acceptance of registered agent regarding the same. Also enclosed is our firm's check in the amount of \$35.00 representing the filing fee for such amendment. Please send proof of filing back to my attention at the above-referenced address.

If you have any questions concerning the contents of this letter, or the enclosed amendment, please do not hesitate to call.

Sincerely,



M. Chris Edwards

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 28 PM 12:48

Amend E Name Change
1/8 3-8-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 FEB 28 PM 12:48

AMENDMENT TO ARTICLES OF INCORPORATION
OF
C.P. INTERNATIONAL SALES & MARKETING, INC.

WHEREAS, the Directors and Shareholders of C.P. INTERNATIONAL SALES & MARKETING, INC., a Florida Corporation, have approved and adopted this 31 day of January, 2000, subject to the approval thereof by the Secretary of State of Florida, amendments to Articles I and VIII of its Articles of Incorporation. _____

NOW THEREFORE, it is provided that ARTICLE I and ARTICLE VIII of the Articles of Incorporation shall be amended, and that subsequent to said amendments, said Articles shall provide as follows:

ARTICLE I - NAME

The name of the corporation shall be C.P.I. INTERNATIONAL SALES & MARKETING, INC.

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 317 Tenth Street, West Palm Beach, FL 33401-3317, and the name of the registered agent of this corporation at the address is M. Chris Edwards, Esq. The mailing address of this corporation is 8087 Monterey Drive, Unit F-1, Riviera Beach, FL, 33404.

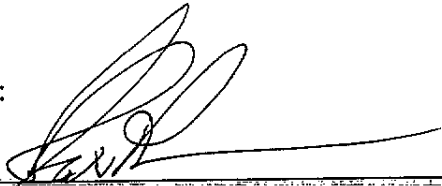
IN WITNESS WHEREOF, we the undersigned, President and Secretary, have hereunto set our hands and seal this 31 day of January 2000. _____

C.P. INTERNATIONAL SALES & MARKETING,
INC.

By: _____

Ronald J. Costello, President

ATTEST:

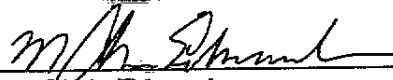


Scott Phillips, Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for C.P.I. INTERNATIONAL SALES & MARKETING, INC. at the place designated in the amendment to the articles of incorporation, M. Chris Edwards, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to keeping such office open.

Dated this ____ day of _____, 2000.

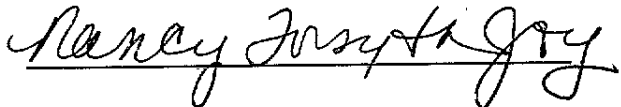


M. Chris Edwards

STATE OF FLORIDA

COUNTY OF PALM BEACH

I hereby certify that the foregoing instrument was acknowledged before me this 23 day of Feb, 2000, by M. Chris Edwards who is personally known to me, or presented identification in the form of _____, and who did take an oath.



Print Name: _____

Notary

