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OF COUNSEL
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BERMAN & KEAN, P.A.

August 28, 2002

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

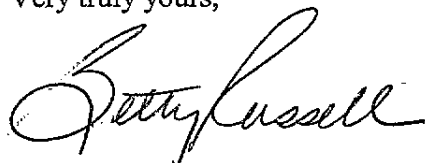
RE: Sunart Equipment Incorporated

Gentlemen:

Please file the enclosed Articles of Amendment of Sunart Equipment Incorporated. Enclosed is our check in the amount of \$35.00 to cover the filing fee.

Please provide us with confirmation of the filing of the Articles of Amendment.

Very truly yours,



Betty Russell, CLAS

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/br
Enclosure

9/9/02
NIC
Amend
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FILED
02 SEP -3 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
OF
SUNART EQUIPMENT INCORPORATED

FILED
02 SEP -3 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of Sunart Equipment Incorporated, a Florida corporation, filed in Tallahassee on December 7, 1999, be and they hereby are amended in the following particulars:

Article I - Name be and is hereby amended to read:

"The name of this Corporation is South Beach Retro, Inc."

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on ^{July} ~~August~~ 1, 2002.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 1st day of ~~August~~ ^{July}, 2002.

SUNART EQUIPMENT INCORPORATED

By: *Yoave Bitton*
Yoave Bitton, President

Yoave Bitton
Yoave Bitton, Secretary

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

BEFORE ME, personally appeared Yoave Bitton, as President and Youave Bitton, as Secretary of Sunart Equipment Incorporated, on behalf of the corporation, who is personally known to me or who has produced his _____ as identification.

[Signature]
Notary Public, State of Florida
Printed Name: _____

My Commission Expires:

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Robert S. Forman
MY COMMISSION # CC996056 EXPIRES
March 6, 2005
BONDED THRU TROY PAIR INSURANCE, INC.