

S 80136
LAW OFFICES
ABRAMS ANTON P.A.

MAYNARD ABRAMS
1916-1992

PAUL B. ANTON
1927-1981

2021 TYLER STREET
POST OFFICE BOX 229010
HOLLYWOOD, FLORIDA 33022-9010

(954) 921-5500
FAX: (954) 925-7013

ONE BOCA PLACE • SUITE 411-E
2255 GLADES ROAD
BOCA RATON, FLORIDA 33431-7383

BOCA RATON & DELRAY
(561) 994-2212
(561) 994-2772
FAX: (561) 997-8494
NORTH BROWARD (954) 428-9800
MIAMI (305) 940-8440
PALM BEACHES (561) 833-4710

MITCHELL D. ADLER
LAURENCE I. BLAIR X
MILTON S. BLAUT X
ALAN B. COHN *
MAURICE M. GARCIA
GENE K. GLASSER *
WILLIAM S. KRAMER ◊
SCOTT A. ORTH
JENNIFER E. PRICE
LEONARD ROBBINS

KENNETH A. RUBIN
REUBEN M. SCHNEIDER ◊ X *
PETER R. SIEGEL
JACK F. WEINS
DAVID WEISMAN ◊
OF COUNSEL
STANLEY D. GOTTSCHEN †

* BOARD CERTIFIED TAX LAWYER
BOARD CERTIFIED ESTATE PLANNING
AND PROBATE LAWYER
◊ BOARD CERTIFIED REAL ESTATE LAWYER
‡ MEMBER OF D.C. BAR
X MEMBER OF N.Y. BAR
† MEMBER OF OHIO BAR

PLEASE REPLY TO:

Hollywood

FILE NO.:

AUGP-0001

April 1, 1998

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32309

300002479953--5
-04/06/98--01080--002
*****87.50 *****87.50

Re: Dania-Auger, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of Articles of Amendment for Dania-Auger, Inc., together with a check in the amount of \$87.50. Please file the Articles of Amendment and return a certified copy to me as soon as the filing has been accomplished.

Sincerely yours,


Gene K. Glasser

GKG:jah
Enclosures
c: Mr. Paul Auger

FILED
98 APR -6 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TLL APR 9 1998

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
DANIA-AUGER, INC.

FILED
98 APR -6 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation are hereby amended as follows:

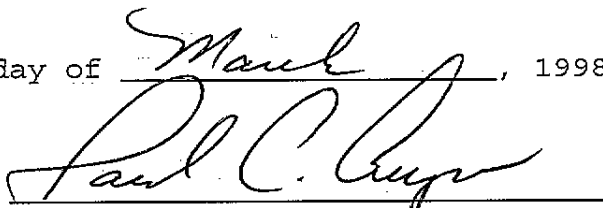
ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of voting Common Stock having a par value of \$1.00 and one thousand (1,000) shares of non-voting Common Stock having a par value of \$1.00. Both classes of stock shall be equal in all aspects with the exception of voting rights. Each class of stock shall be considered equal as to liquidating dividends. The consideration received for issuance of said stock shall be as determined by the Board of Directors. After payment to the Corporation by cash, services actually performed, or tangible property for said shares, such shares shall be deemed to be fully paid and non-assessable.

2. This Amendment is adopted as of the 31 day of March, 1998.

3. The Amendment was approved by the Shareholders of the Corporation. The number of votes cast for the Amendment was sufficient for approval.

Signed this 31 day of March, 1998.


PAUL C. AUGER, Sole Shareholder
President

**MINUTES OF SPECIAL MEETING OF
THE SOLE SHAREHOLDER AND BOARD OF DIRECTORS OF
DANIA - AUGER, INC.**

A Special Meeting of the Shareholders and Board of Directors was called for the purpose of considering an Amendment to the Corporation's Articles of Incorporation. Present were all of the Shareholders and Directors of the Corporation, each of whom attended without objection. Following a full discussion of the matter, and upon motions duly made, seconded and unanimously carried, it was:

RESOLVED, that the Articles of Amendment to the corporation's Articles of Incorporation, a copy of which is attached hereto as Exhibit "A", is hereby ratified and approved.

FURTHER RESOLVED, that the Officers and Directors of the Corporation be and hereby are authorized and directed to take such further actions as may be necessary or appropriate in order to effectuate said Amendment.

There being no further business to come before the meeting, it was, upon motion duly made, seconded and unanimously carried, adjourned.

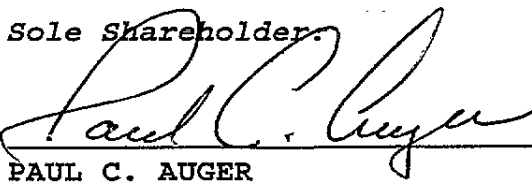
DATED this 31 day of March, 1998.

Directors:



PAUL C. AUGER

Sole Shareholder:



PAUL C. AUGER