Texas Financial Corp.

Two-Sixty Park Avenue League City, Texas 77573 1-800 283-0002 Fax: (713) 334-3000 (713) 338-2000

109658



14 July, 1997

Florida Department of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32399

Re: Articles of Amendment to Articles of Incorporation Warehouse 2, Inc.

Document # V09658

Gentlemen:

Please find enclosed:

- 1. A completed Articles of Amendment to Articles of Incorporation of Warehouse 2, Inc.
- 2. Our check #5132 of \$43.75 for payment of the fees for filing and Certificate of Status.

Please send the Certificate of Status in the enclosed pre-paid/preaddressed Federal Express envelope with airbill #2973941913. Federal Express' toll-free phone # is (800) 463-3339 to call for pickup.

Please call if any question, our toll-free phone # is (800) 283-0002.

Very truly yours,

Texas Financial Corp.

700002238147---2 -07/15/97--01040--002 *****43.75 *****43.75

by MBPULY

Via Federal Express Priority Overnight # 2973941924

M. Perez authorized to adol date 3 adoption

Name Charge

7-16-97

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED 197 JUL 15 PH 1: 30

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Warehouse 2, Inc.	
(present name)	
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:	
FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)	

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: July 14, 1997
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
X	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this day 14th of July 19 97
Signature	AND I
	(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	M.H. Shulman
	Typed or printed name
	President & Director Title
	1116

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