ATTORNEYS AND COUNSELORS AT LAW

V42788

May 17, 1999

Ms. Louise Jackson Secretary of State, Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE:

Our File Number.:

1217-01-MEC

Corporation:

Broward & Johnson International, Inc.

Dear Louise:

As per our telephone conversation, enclosed please find an original Articles of Amendment of Broward & Johnson International, Inc. Since your are holding the check for the filing fee, please file the Articles of Amendment as soon as possible.

If you have any questions, please call our office.

Sincerely,

Maria Elena Cabeza

Paralegal

Enclosures

99 MAY 19 AM 8: 57
SECRETARY OF STATE
SECRETARY OF STATE

338 Minorca Ave. Coral Gables, Florida 33134 Telephone: (305) 444-7282 Telefax: (305) 444-7281 amend NFT 5-20-99

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BROWARD & JOHNSON, INTERNATIONAL, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

1. The name of the Corporation is:

BROWARD & JOHNSON, INTERNATIONAL, INC.

2. An Amendment to the Amended and Restated Articles of Incorporation was adopted by written consent of all of the directors of the Corporation and of the shareholders of the Corporation holding seventy percent (70%) of the issued and outstanding shares of the capital stock of the Corporation, on the 23rd day of April, 1999, pursuant to the provisions of Section 607.0704 the Florida Business Corporation Act. The Amendment so adopted is:

Article VIII of the Corporation's Amended and Restated Articles of Incorporation, entitled, "Shareholder Voting" is amended to read as follows:

ARTICLE VIII - SHAREHOLDER VOTING

With respect to any action by shareholders without a meeting, and at any meeting of shareholders at which a quorum is present, the affirmative vote of a simple majority of shareholders shall be sufficient to adopt any matter to be decided by the shareholders. In the case of a meeting of shareholders a majority of the shares represented at the meeting and entitled to vote on any matter presented thereat, shall be the act of the Corporation.

3. The above amendment to the Amended and Restated Articles of Incorporation of Broward & Johnson International, Inc. was adopted without a meeting, by written consent of all of the directors of the Corporation and of the shareholders of the Corporation holding seventy percent (70%) of the issued and outstanding shares of the capital stock of the Corporation, on the 23rd day of April, 1999, pursuant to the provisions of Section 607.0704 the Florida Business Corporation Act. The above number of votes is sufficient for approval of the amendment.

Dated the 23rd day of April, 1999

BROWARD & JOHNSON, INTERNATIONAL, INC., a Florida corporation

Flor E. Cancinca, Vice-President