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City State Zip Phone

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CORPORATION(S) NAME

Amend

Jef - Lew Enterprises, Inc.

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ARTICLES OF AMENDMENT
OF
JEF-LEN ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these Articles of Amendment.

FIRST. The name of the corporation (hereinafter the "Corporation") is JEF-LEN, ENTERPRISES, INC.


SECOND. The Articles of Incorporation of the Corporation which were filed by the Secretary of State of Florida on July 16, 1992 is hereby amended by striking out Article III (1) in its entirety and by submitting in lieu of said Article the following new Article III (1) as follows:

1. The total number of shares of stock which the Corporation shall have authority to issue is twenty million (20,000,000) shares, which are divided into fifteen million (15,000,000) shares of Common Stock which are of a par value of one dollar (\$1.00) per share, and five million (5,000,000) shares of Preferred Stock which are of a par value of one dollar (\$1.00) per share.

THIRD. The Amendment to the Articles of Incorporation of the Corporation set forth above was adopted by the Board of Directors of the Company on June 17, 1997.

FOURTH. The Amendment to the Articles of Incorporation of the Corporation set forth above was approved by the unanimous written consent of the shareholders of the Corporation.

Signed and attested to on June 23, 1997


Jeffrey Nemev
President

Attest:


Leonard Levenson, Secretary