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\* MEMBER OF FLA. & COLORADO BAR  
\*\* MEMBER OF FLA. & TEXAS BAR

October 12, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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-10/15/98--01062--006  
\*\*\*\*\*38.50 \*\*\*\*\*38.50

RE: RICHARD DOUGLAS, INC.

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Amendment relative to the above-referenced corporation, together with our check in the amount of \$38.50.

Kindly have this Amendment filed and return a copy to the undersigned. A self-addressed, stamped envelope is provided. Your cooperation in this regard is appreciated.

Very truly yours,

ROSENBLUM, OLIVER & ALMAN, P. A.

BY:   
MICHAEL J. ALMAN

MJA:mha  
Encls.

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N.C.  
10-16-98  
cc

FILED  
98 OCT 15 AM 8:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

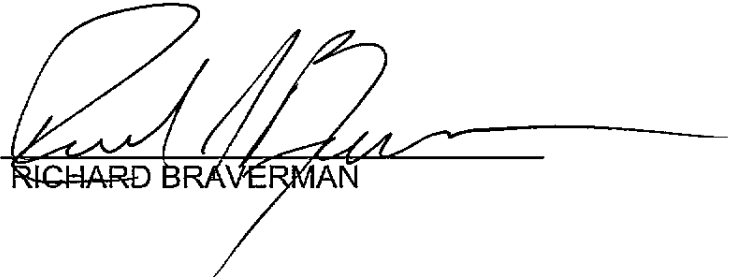
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98 OCT 15 AM 8:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
OF  
RICHARD DOUGLAS, INC.

The undersigned, being the sole Officer and Director of RICHARD DOUGLAS, INC., does hereby amend the name of the Corporation to be known hereafter as R. & COMPANY, INC.

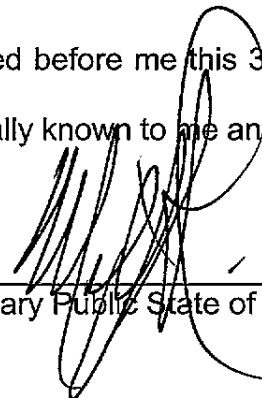
That said amendment is adopted as of September 1, 1998.

IN WITNESS WHEREOF, the undersigned, being the sole Officer and Director of RICHARD DOUGLAS, INC. has hereunto subscribed his name and affixed his seal this 1<sup>st</sup> day of September, 1998.

  
RICHARD BRAVERMAN

STATE OF FLORIDA     )  
                                  SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August, 1998, by RICHARD BRAVERMAN, who is personally known to me and who did not take an oath.

  
Notary Public State of Florida  
Michael J. Alman  
My Commission CC707092  
Expires January 8, 2002