



994000050410

ACCOUNT NO. : 072100000032

REFERENCE : 258578 4372512

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 35.00

ORDER DATE : February 12, 1997

ORDER TIME : 4:24 PM

ORDER NO. : 258578-005

400002886664--2

CUSTOMER NO: 4372512

CUSTOMER: Richard I. Anslow, Esq  
Richard I. Anslow, Esq.  
Freehold Office Plaza  
4255 Route 9 Suite D  
Freehold, NJ 07728

SECRET  
FEB 13 11 44 AM '97  
F.I.L.E.D.

DOMESTIC AMENDMENT FILING

NAME: BEDROCS OF BRANDON, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

97 FEB 13 AM 9:45  
OFFICE OF CORPORATION

N. HENDRICKS FEB 14 1997

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 13, 1997

CSC

TALLAHASSEE, FL

SUBJECT: BEDROCS OF BRANDON, INC.  
Ref. Number: P94000050410

We have received your document for BEDROCS OF BRANDON, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

This is a for profit corporation please correct the opening paragraph, including the statute number.

If shareholder approval was not required a statement to that effect must be included in the document.

If the amendment was adopted by the directors, a director must sign.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 097A00007769

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of  
BEDROCS OF BRANDON, INC.

FILED  
97 FEB 13 11:11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of section 607.1006 , Florida Statutes, the undersigned Florida profit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:

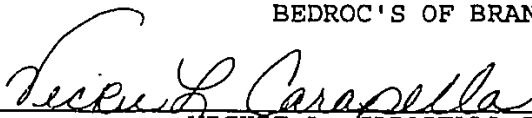
ARTICLE FOUR-AMENDED TO READ that corporation is authorized to issue fifteen million common shares and one million preferred shares at .001 par value.

SECOND: The date of adoption of the amendment was 2/7/97.

THIRD: Adoption of Amendment

There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors. Shareholder approval was not required for this amendment.

BEDROC'S OF BRANDON, INC.



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VICKIE L. CARAPELLA-PRESIDENT/SECRETARY/SOLE DIRECTOR

DATED: FEBRUARY 7, 1997