

234407



ACCOUNT NO. : 072100000032
REFERENCE : 112077 7175202
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : January 26, 1999

ORDER TIME : 9:56 AM

ORDER NO. : 112077-010

CUSTOMER NO: 7175202

CUSTOMER: Mr. Juan C. Diaz
Pc Brokerage Holdings
50 Sw 34th Avenue

Miami, FL 33135

300002757123--8
-01/28/99--01046--009
*****43.00 *****43.00

300002757123--8
-01/28/99--01046--010
*****0.75 *****0.75

DOMESTIC AMENDMENT FILING

NAME: AUTO APPRAISAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

Name
Change
Amend
99 JAN 28 PM 5:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0078900572, 02209
00672

RECEIVED
99 JAN 28 AM 11:28
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
99 JAN 29 PM 3: 20
DIVISION OF CORPORATION

January 29, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: AUTO APPRAISAL INC
Ref. Number: 234407

RESUBMIT

Please give original
submission date as file date.

We have received your document for AUTO APPRAISAL INC and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The total amount due to reinstate is \$1050.00.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 199A00004073

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 JAN 20 PM 5:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTO APPRAISAL, INC.

Page 1 of 2

January 25th, 1999

(Special Meeting to Amend Articles of Incorporation)

Pursuant to the provisions of section 607.187 Florida Statutes, this Corporation adopts the following articles of amendment to its Articles of Incorporation:

1. Until this amendment, the name of the corporation was:

Auto Appraisal, Inc.

2. The following amendment to the Articles of Incorporation was adopted by the stockholders of the corporation on January 23rd, 1999, in the manner prescribed by the Florida General Corporation Act:

I. Amendment to Article I:

The name to the Corporation is changed to:

Executive Business Resources of America Corp.

II. Amendment to Article VII:

The New Directors elected are:

Jesus Amado
Lily Wagner-Utrilla
Piedad Villa-Rojas
Jessie V Haydel

The New Officers elected are:

Jesus Amado	President/Secretary
Oswaldo Utrilla	Executive Sr. Vice-President
Lily Wagner-Utrilla	Vice-President
Piedad Villa-Rojas	Vice-President
Carlos Gonzales	Treasurer


DIRECTOR/PRESIDENT/ SECRETARY

3. The number of shares of the corporation outstanding at the time of such adoption was fifty (50), and the number of shares entitled to vote thereon was fifty (50).

4. The number of shares voted for such amendment was fifty (50), which represents all the shares outstanding at this time. The amendment does not provide for an exchange, reclassification or cancellation of issued shares and does not provide for change in the amount of stated capital.
5. The Date of the adoption of the amendments was:

January 23rd, 1999

6. (Adoption of Amendment(s) (check one)
- The Amendment(s) w/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- The Amendment(s) was/were approval by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendments

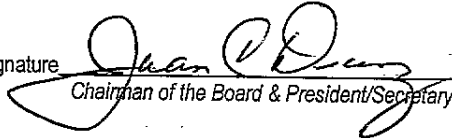
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____

- The Amendment(s) was/were adopted by the board of directors without shareholder action was not required.
- The Amendment(s) was/were adopted by the incorporators without shareholder action was not required.

Signed this 23rd day of January, 1999

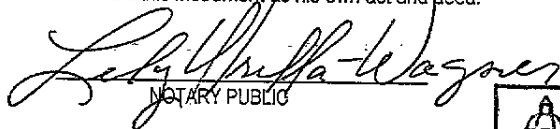
Executive Business Resources of America Corp.
formerly known as: **Auto Appraisal, Inc.**

Signature


Chairman of the Board & President/Secretary

Juan Carlos Diaz

On This 23RD day of JANUARY, 1999 Personally appeared before me,
Juan Carlos Diaz, the person signing this document, and acknowledged to me that he had
executed this instrument as his own act and deed.


NOTARY PUBLIC

(seal)

