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BASIC AMENDMENT

URBAN CORE ENTERPRISES, INC.

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Amend
from
3/24/04



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 24, 2004

URBAN CORE ENTERPRISES, INC.
2933 MYRTLE AVE
N
JACKSONVILLE, FL 32209

SUBJECT: URBAN CORE ENTERPRISES, INC.
REF: N93000003051

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
URBAN CORE ENTERPRISES, INC.

Pursuant to the provisions of Section 617.1002, Florida Statutes, URBAN CORE ENTERPRISES, INC., a Florida not for profit corporation (the "Corporation"), adopts the following articles of amendment to its articles of incorporation:

1. Article VIII of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"Article VIII
Purposes

Section 8.1. Purposes. This is a non-profit corporation organized solely for general non-profit purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The general nature, object and purpose of the Corporation shall be for all of the following purposes:

(a) to promote community and business involvement in the development of black business enterprise in the State of Florida;

(b) to eliminate prejudice and discrimination and combat community deterioration;

(c) to promote investments by financial institutions, foundations, non-profit organizations and other entities in the development of black business enterprises;

(d) to promote opportunities for business owned, managed and controlled by black persons;

(e) to encourage the development of businesses that generate income and create jobs to relieve poverty in Florida;

(f) to foster the provision of low-income housing in accordance with Internal Revenue Service Revenue Ruling 96-32; and

(g) to perform any and all such other acts as are necessary, convenient and proper to the attainment of these objectives."

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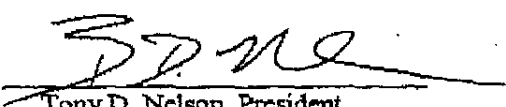
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2. The date of the adoption of the amendment was March 22, 2004.
3. There are no members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned president of Urban Core Enterprises, Inc. hereby certifies that these Articles of Amendment were adopted by the Corporation on the 22nd day of March, 2004.

URBAN CORE ENTERPRISES, INC.

By:


Tony D. Nelson, President