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ACCOUNT NO. : 072100000032

REFERENCE : 742270 97371A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 23, 2000

ORDER TIME : 11:37 AM

ORDER NO. : 742270-005

CUSTOMER NO: 97371A

CUSTOMER: Ms. Brenda J. Fenton
Arnstein & Lehr
Suite 600
515 N. Flagler Drive
West Palm Beach, FL 33401

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-06/23/00--01049--033
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: NORTHSTAR CAPITAL MANAGEMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom - Ext. 1104

EXAMINER'S INITIALS: _____

FILED
00 JUN 23 PM 4: 24
RECEIVED
00 JUN 23 PM 12: 15
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Hand
6-23-00
PAT

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
NORTHSTAR CAPITAL MANAGEMENT, INC.

FILED
00 JUN 23 PM 4:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation's Act, the undersigned Corporation adopts the following Articles of Amendment to the Articles of Incorporation.

1. Article Fourth is hereby amended to read as follows: The maximum number of shares of stock this Corporation is authorized issue is 4,000 shares divided into two (2) classes. The designation of each class and the number of shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>
Class A - Common	2,000
Class B - Common	2,000

The preferences, limitation and relative rights in respect of the shares of each class are identical to the preferences, limitations and relative rights of the other class, except Class A common is voting and Class B is nonvoting.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property, or labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

2. The Amendment to the Articles of Incorporation were adopted on June 22, 2000.

3. The Amendment was approved by unanimous consent of all of the Shareholders. The number of votes cast for approval were sufficient.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amended being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 22 day of June, 2000.

ATTEST:

By: [Signature]
Secretary

(Corporate Seal)

NORTHSTAR CAPITAL MANAGEMENT,
INC.

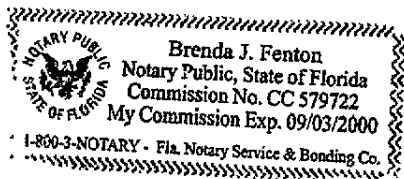
By: [Signature]
Kent Mergler, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 22nd day of June, 2000 by KENT MERGLER, President of NORTHSTAR CAPITAL MANAGEMENT, INC., INC., who is:

✓ personally known to me, OR

 has produced as identification.



Brenda J. Fenton
Notary Name: Brenda J. Fenton
NOTARY PUBLIC
My Commission Expires: 9/3/2000