

11/09/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: FLAGLER MUNTINY BAY, INC.

AUDIT NUMBER.....H98000020823

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 9, 1998

FLAGLER MUNTINY BAY, INC.
2951 SOUTH BAYSHORE DRIVE
MIAMI, FL 33133

SUBJECT: FLAGLER MUNTINY BAY, INC.
REF: P96000072941

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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 (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000020823
Letter Number: 298A00054308

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DIVISION OF CORPORATIONS

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CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
FLAGLER MUNTINY BAY, INC.

FILED
98 NOV -9 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, director,* of Flagler Muntiny Bay, Inc., a Corporation organized under the laws of the State of Florida certifies that:

1. Amendment adopted: A new Article I - Name of the Corporation. A new Article I will be incorporated in the Articles of Incorporation of Flagler Muntiny Bay, Inc. which states:

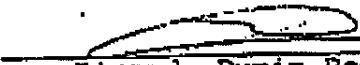
The name of the corporation shall be Flagler Mutiny Bay, Inc.

2. The date of adoption of the above amendment is October 27, 1998.

3. The undersigned is the director* of the Corporation. The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of October, 1998.


Ricardo Dunin-Borkowsky, Director*

Prepared by:

Stephen A. Freeman, Esq.

*President

FBN 146795

Freeman, Buttermann & Haber, LLP

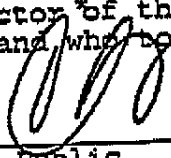
520 Brickell Key Drive, S-305, Miami, FL 33131

(305) 374-3800

498000020823

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SWORN TO AND SUBSCRIBED before me this 27th day of October,
1998 by Ricardo Dunin-Borkowsky, the Director of the Corporation
above described, personally known to me, and who took an oath.



Notary Public



Carlo M. Cobanos
MY COMMISSION # CC768872 EXPIRES
August 19, 2002
BONDED THRU TROY FARM INSURANCE, INC.

H98000020823

EMPIRE CORP

NOV-09-1998 15:38

305 541 3770 P.04/05

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CONSENT ACTION OF THE DIRECTOR
OF FLAGLER MUNTINY BAY, INC.

The undersigned, being the sole Director* of Flagler Muntiny Bay, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect a new Article I, which will read as follows:
"The name of the corporation is Flagler Muntiny Bay, Inc."

Dated: This 27th day of October, 1998.


Ricardo Dunin-Borkowky,
Director *

*President

*:\DATA\277\CLID\25\DUNIN\SPECTRO\flaglcr.und

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