



P97000038750

November 4, 1997

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-11/07/97-01073-009
*****35.00 *****35.00

State of Florida Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Please process the attached amendment that was passed by the shareholders of Bee Line Rail Inc. on July 3, 1997. If you have any question or need any additional information, please telephone me at (954) 942-3635.

Sincerely,

Eugene K. Garfield
Chairman and President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 AM 8:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -7 AM 8:51

Amend + N.C.
11-14-97
cc

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

Bee Line Rail System, Inc.

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

FIRST: Amendment(s) adopted:

Article Number I: The Name of the Corporation is:

Bee Line Monorail System, Inc.

Article II:

The mailing address of the company is amended as follows:

Bee Line Monorail System, Inc.
1360 South Ocean Boulevard
Suite 1905
Pompano Beach, Florida 33062

Article V:

The total Number Shares of Class A Common Stock authorized is 40,000,000 shares par value of \$.01.

The total Number Shares of Class B Common Stock authorized is 10,000,000 shares par value of \$.01.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV - 7 AM 8: 58

THIRD: The date of each amendment's adoption: July 3, 1997

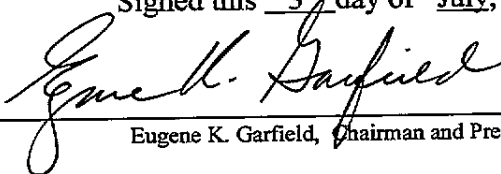
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____
voting group"
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3 day of July, 1997

Signature _____



Eugene K. Garfield, Chairman and President

Eugene K. Garfield

Typed or printed name

Chairman and President

Title