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October 21, 1999

Department of State
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

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-10/25/99--01125--020
*****35.00 *****35.00

Re: Gardens Commercial Investments, Inc.

Dear Sir/Madam:

Enclosed please find a Certificate of Amendment to the Articles of Incorporation of Gardens Commercial Investments, Inc.

I have enclosed a check in the amount of \$35.00 representing your fee for filing same.

Should you have any questions, please feel free to contact me. Thank you very much for your attention to this matter.

Sincerely,

LEWIS R. COHEN, P.A.

Maria E. Lopez, Paralegal to
Lewis R. Cohen, Esquire

FILED
99 OCT 25 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/ml
Enclosures
I:\ML\FRAYND\GARDENS\CORP-AA.LTR

Amend
T. LEWIS NOV 2 1999

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
GARDENS COMMERCIAL INVESTMENTS, INC.

FILED
99 OCT 25 AM 7:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Amendments adopted:

ARTICLE VI

This Corporation shall have two (2) director(s). The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII

The name of the directors of this Corporation and their street address is:

Paul Fraynd - President
560 N.W. 165th Street Road
Suite 300
North Miami, Florida 33169

and

Saul Fraynd - Vice President/Secretary
560 N.W. 165th Street Road
Suite 300
North Miami, Florida 33169

The persons named as _____ directors shall hold office for one year from the date hereof or until their successors are elected or appointed and have qualified, whichever occurs first.

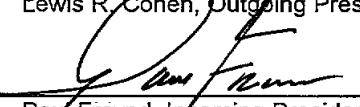
SECOND:

The amendments were approved by unanimous vote of the shareholders and directors. The number of votes cast for the amendments were sufficient for approval.

Signed this 20th day of October, 1999.

GARDENS COMMERCIAL
INVESTMENTS, INC.,
a Florida corporation

By: 
Lewis R. Cohen, Outgoing President

By: 
Paul Fraynd, Incoming President