



THE UNITED STATES CORPORATION COMPANY

P98000088185

ACCOUNT NO. : 072100000032
REFERENCE : 158991 4372512
AUTHORIZATION : Patricia P...
COST LIMIT : \$ 35.00

ORDER DATE : March 5, 1999
ORDER TIME : 9:53 AM
ORDER NO. : 158991-005
CUSTOMER NO: 4372512 200002797152--0
CUSTOMER: Gregg E. Jaclin, Esq
Richard I. Anslow, Esq.
Freehold Office Plaza
4255 Route 9 Suite D
Freehold, NJ 07728

DOMESTIC AMENDMENT FILING

NAME: PBL & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

See 3/18

FILED
99 MAR -8 PM 12: 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAR -8 AM 10: 36
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 8, 1999

CSC
ROBERT MAXWELL
TALLAHASSEE, FL

SUBJECT: PBL & ASSOCIATES, INC.
Ref. Number: P98000088185

RESUBMIT

Please give original
submission date as file date.

We have received your document for PBL & ASSOCIATES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document is illegible and not acceptable for imaging.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 299A00010634

RECEIVED
99 MAR 18 AM 9:51
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 MAR -8 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PBL & ASSOCIATES, INC.
(present name)

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: *(indicate article number(s) being amended, added or deleted)*

ARTICLE III, CAPITAL STOCK IS AMENDED TO READ AS FOLLOWS:

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS 20,000,000 SHARES OF COMMON STOCK AT .0001 PAR VALUE

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:

THIRD: The date of each amendment's adoption: FEBRUARY 23, 1999

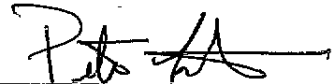
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 24 day of February, 19 99

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)

OR
(By an incorporator if adopted by the incorporators)

PETER LEVANT
Typed or printed name

PRESIDENT
Title