

THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

STEVEN C. ELKIN
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596663

March 22, 2002

Via U.S. Mail

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Hooper International Realty
Hooper International Management, Inc.
My File No.: 8201.001

DAVID W. BLACK
STEVEN W. DEUTSCH
*STEVEN C. ELKIN
NEIL G. FRANK
E. J. GENEROTTI
BRUCE HURWITZ
RANDY J. NATHAN
JOSEPH ROSEN
MARC A. SILVERMAN
JILL SIMRING
ROBERT T. SLATOFF
STEVEN A. WEINBERG
*RONALD WITKOWSKI
*Of Counsel


900005176659--1
-03/29/02-01037-004
*****70.00 *****35.00

Dear Sir/Madam:

Enclosed for filing please find Articles of Amendment to the Articles of Incorporation of the above-referenced corporations, as well as a check in the amount of \$70.00 representing the filing fees. Please file the Amendments and return a copy of each to me containing your "filed" stamp. A stamped, self-addressed envelope is enclosed for your convenience.

Should you have any questions in this regard, please do not hesitate to contact me. Thank you.

Very truly yours,


Steven C. Elkin
For the Firm

SCE/ajl

Encl.

cc: Mr. Alan Hooper (w/o encl.)

FILED
02 MAR 29 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Hooper\8201.001\Dept of State ltr.3

7805 S.W. 6TH COURT • PLANTATION, FL 33324
BROWARD (954) 474-8000 • FAX (954) 474-9850

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HOOPER INTERNATIONAL REALTY, INC.**

The following provisions of the Articles of Incorporation of Hooper International Realty, Inc., a Florida corporation (the "Corporation"), filed with the Department of State, on December 7, 1978, document number 596663, be and they are hereby, amended as shown below:

Article I of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

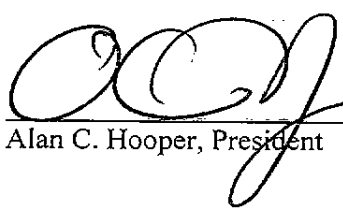
ARTICLE I

The name and address of the Corporation is:

HOOPER REALTY, INC.
202 S.W. 2nd Street, Suite C
Fort Lauderdale, FL 33301

The foregoing amendments were adopted by a Joint Consent Action of the Shareholders and Board of Directors of this Corporation, dated the 18 day of March, 2002. The number of votes cast by the shareholders and directors in favor of the foregoing amendments was sufficient to approve the foregoing amendments.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment on this 18 day of March, 2002.


Alan C. Hooper, President

FILED
02 MAR 29 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared By: Steven C. Elkin, Esq.
Bar No.: 712566
Frank, Weinberg & Black, P.L.
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