OFFICE USE NLY (Docum EXPRESS CORPORATE FILING SERVICE INC (Requestor's Name) 1000 PONCE DE LEON BLVD. STE:112 CORAL GABLES, FLORIDA 33134 (City, State, Zip) OFFICE USE ONLY (305)444-4994 (305)444-4977 (Phone#) CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): Fontainbleau Insurance (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time Certified Copy Mail out Will wait Certificate of Status Photocopy AMENDMENTS **NEW FILINGS** Profit Amendment Resignation of R.A., Officer/Director NonProfit Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILNGS *****35.00 *****35.00 QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnershi Name Reservation Reinstatement Trademark Other Examiner's Initials

CR2E031(9/92)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FONTAINBLEAU INSURANCE CONSULTANTS, INC.	(present name)					
	FONTAINBLEAU	INSORANCE	CONSULTANTS, 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: (indicate article number(s) being amended, added or deleted)

Change Article III to READ AS FOLLOWS.

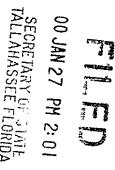
DOREEN R. DURAN
PRESIDENT / D

8250 W. FLAGLER St. # 120
MIAMI, FL., 33144

GENE P. PERRIN
TREASURE / SEC
8250 W. FLAGLER St. # 120
MIAMI, FL. 33144

JOHN NUNEZ
V-PRESIDENT
8250 W. FLAGLER St. # 120
MIAMI, FL. 33144

MIAMI, FL. 33144



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:

Aly

THIRD; The date of each amendment's adoption: 1/24/2000

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.	
0	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"	
	sorma Rroch	
(2)	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
Q	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Si	gned this 84 day of JANUARY 19 2000.	
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)	
	TONN NUNEZ Typed or printed name	
	V- PRESIDENT Title	