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Alan J. Polin, P.A.
ATTORNEY AT LAW

October 19, 1999

Secretary of State of Florida
Corporate Division
The Capital
409 E. Gaines Street
Tallahassee, FL 32399

100003021361--4
-10/21/99-01088-009
*****35.00 *****35.00

**RE: Articles of Amendment of
FALCONE BROS. MANAGEMENT, INC.**

Gentlemen:

I am enclosing herewith an original and one copy of the Articles of Amendment for FALCONE BROS. MANAGEMENT, INC. In addition, a check in the amount of \$35.00 is enclosed for the filing fee.

Please file the original Articles of Incorporation and return the certified copy to me at the address listed below.

Thank you.

Very truly yours,

Alan J. Polin, P.A.

Alan J. Polin /ecd
Alan J. Polin

AJP/ecd
Enclosures

FILED
99 OCT 21 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

name chg
cd 11-1

Admitted to Practice in Florida and New York

Coral Springs Financial Plaza
3300 University Drive • Suite 601 • Coral Springs, FL 33065
(954) 345-3408 • FAX (954) 345-3902

**ARTICLES OF AMENDMENT OF
FALCONE BROS. MANAGEMENT, INC.**

1. The following provisions of the Articles of Incorporation of Falcone Bros. Management, Inc., a Florida corporation, filed in Tallahassee on March 8, 1987, and reinstated on September 21, 1999, be and they hereby are amended in the following particulars:

The Name of the Corporation is hereby amended to read: Falcone Development, Inc.

2. The foregoing amendments were adopted by the Shareholders and Directors of the corporation on the 4th day of October, 1999.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 4th day of October, 1999.

3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

FALCONE BROS. MANAGEMENT, INC.

By: _____

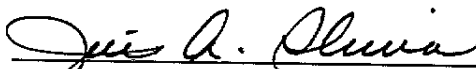
Arthur Falcone, President

Edward Falcone, Secretary

STATE OF FLORIDA)

COUNTY OF BROWARD)

On this 12 day of October, 1999, personally appeared before me Arthur Falcone, as President and Edward Falcone, as Secretary of Falcone Bros. Management, Inc.


Notary Public

NOTARY PUBLIC - STATE OF FLORIDA
JILL A. SLUWA
COMMISSION # CC831049
EXPIRES 5/14/2003
BONDED THRU ASA 1-888-NOTARY1

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE