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<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend
12-4-98
BJS*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV 23 AM 11:08

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Examiner's Initials	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
1700 ENTERPRISES, 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 adopted: ARTICLE VI. DIRECTORS

Dermott J. Tracey has been removed as a Director of this corporation; and replaced by Christie Jean Granowicz.

SECOND: Amendment adopted: ARTICLE VII. OFFICERS

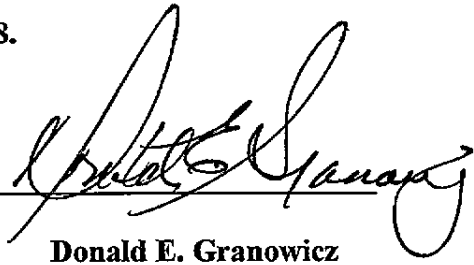
Dermott J. Tracey has been removed as the Secretary of this corporation; and replaced by Christie Jean Granowicz.

THIRD: The date of each amendment's adoption: July 23, 1998.

FOURTH: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 19th day of November 1998.

Signature 

**Donald E. Granowicz
President & Director**