

L94256

Howitt & Associates, Inc.
Accounting & tax Service
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(954) 984-1600

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG 14 PM 4:10

August 8, 2000

Division of Corporations
Amendment Section
P O Box 6327
Tallahassee, Fl. 32314

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*****35.00 *****35.00

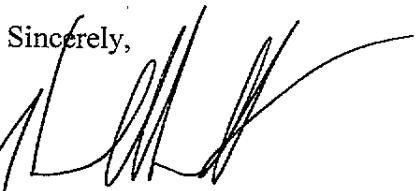
Dear Sir,

Enclose is an Amendment to Houston Enterprises, Inc. corporation in reference to the Directors, as well as, a check for \$35.00 to cover the cost of Filing.

Please return a copy to me at the above address so that I may advise my client, and have a copy for the records. Should you have any questions, feel free to contact me.

Thank you for your assistance.

Sincerely,


Stuart Howitt

*Note: Stuart Howitt gave Authorization
to delete section Changing the R.A.
8/15 JS*

Velma Shepard

Thank you for your help - I very much
Appreciate your assistance in doing this
As soon as possible - It will help my
client to fix the problems at her
business.

Rec'd 8/14

Amend.


V. SHEPARD AUG 16 2000 *JS*

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AMENDMENT NO. 1
TO THE ARTICLES OF INCORPORATION OF
HOUSTON ENTERPRISES, INC.

HOUSTON ENTERPRISES, INC. a Florida Corporation, under its corporate seal and the hands of its President, hereby certifies that:

Upon the proposal of the Board of Directors of the corporation, the following resolution was duly and unanimously adapted by the Board of Directors and by all holders of the outstanding shares of common stock of the corporation. Being all holders of authorized and issued stock of the corporation, by written instrument dated August 08, 2000, to wit.

Resolved that, effective on the date of filing with the Secretary of State, State of Florida, the Articles of Incorporation of Houston Enterprises, Inc., which were approved and filed in the office of the Secretary of State, State of Florida, on August 20, 1990 be amended by striking Article VII of the Articles of incorporation which presently read as follows:

Article VII.

DIRECTORS

. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have on Director initially. The name and street address of the members of the Board of Directors is:

Pierre Alex Coles
1871 W Oakland Park Blvd.
Oakland Park, Fl. 33311

And by substituting therefore the following:

Article VII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have

on Director initially. The name and street address of the members of the Board of Directors is:

Susan Bachert Coles, President
1871 W Oakland Park Blvd.
Oakland Park, Fl. 33311

IN WITNESS WHEREOF, said Corporation has caused the Amendment No. 1 to be signed in its name by its President this 08th day of August, 2000.


(Corporate Seal)

By Susan Bachart Coles
President

Witness [Signature]

State of Florida)
 SS
County of Broward)

I Hereby Certify, that on the 8th day of August, 2000, the foregoing Amendment No. 1 to the Articles of Incorporation of Houston Enterprises, Inc. was acknowledged before me.

 Stuart Howitt
My Commission CC883275
Expires January 18, 2004
Notary Public

My Commission Expires:

Susan Bachart Coles is PERSONALLY KNOWN BY ME.

Howitt & Associates, Inc.