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July 12, 2000

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
PO BOX 6327
TALLAHASSEE, FLORIDA 32301

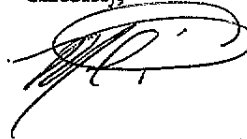
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed please find and Amendment to the Articles of Incorporation for SOUTH FLORIDA
COMPUTER MANAGEMENT, INC., along with a check in the amount of \$35.00 to cover the fees.

Please feel free to contact the undersigned if I may be of further assistance.

Sincerely,



MARK E. THOMPSON
PARALEGAL

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AMEND
XRE
7/24

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTH FLORIDA COMPUTER MANAGEMENT, INC.**

Pursuant to the provisions of Chapter 621, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE I ADDRESS: is amended to change the address from 4015 West McNab Road #D306 Pompano Beach, Florida 33069 to **1065 N.E. 125th Street, Suite 321, North Miami, Florida 33161.**

ARTICLE VII OFFICER(S) is amended to delete Sec/Treas RAMONA ALE. and substitute therefor DAVID ZILBERMAN Secretary/Treasure at 1065 N. E. 125th Street Suite #321, North Miami, Florida 33161.

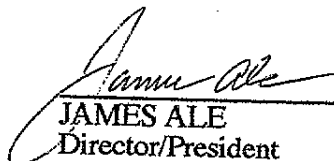
ADDRESS OF REGISTERED AGENT is amended to change the address from 4015 West McNab Road #D306 Pompano Beach, Florida 33069 to **1065 N.E. 125th Street, Suite 321, North Miami, Florida 33161.**

SECOND: The date of each Amendments adoption: All 7/10/2000.

THIRD: ADOPTION OF AMENDMENTS:

The Amendments were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 12th day of July, 2000.


JAMES ALE
Director/President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA