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Amend.



1047 East Atlantic Avenue Delray Beach, Florida 33483 Phone: (561) 330-6065 Fax: (561) 330-6110

October 18, 2002

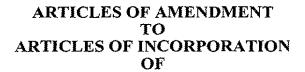
To Whom It May Concern:

· Sarah Green

Please make the enclosed amendments to the Articles of Incorporation of Atlantic International Realty.

Thank you,

Sarah Green Office Manager





	Atlantic International	Realty, INC.
	(present name)	
,	(Document Number of Corporation (If known)	

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)

Article 9: Leslie N. Henry is no longer an officer / director. He is removed. Elizabeth Conway is now Vice President.

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:

THIRD:	The date of each amendment's adoption: September 9, 2002			
FOURTH: Adoption of Amendment(s) (CHECK ONE)				
0	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
	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(voting group)				
	<i>(</i>			
\(\vec{\pi}\)	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.			
	amendment(s) was/were adopted by the incorporators without shareholder action and eholder action was not required.			
	Signed this 18 day of October 2002			
Signature Server VI R				
(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)				
(=y == ================================				
Leonard R. Horger (Typed or printed name)				
President/Director				
(Title)				