February 28, 2001

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

To Whom It May Concern:

Enclosed is an amendment to Articles of Incorporation of The Brooks Acquisition Group. Inc, along with a check for the filing fee and certified copy fee. The document number for this corporation is P00000059120. Please note we are filing the Uniform Business Report today showing our change of address.

Our telephone number and address are as shown below on the letterhead.

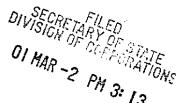
Sincerely,

natalis Jorgense Natalie Jorgensen

Finance Director

V. SHEPARD MAR 7 *200

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



THE BROOKS ACQUISITION GROUP, INC.	PM 3: 13
(present name)	Marking

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)

Amend Article I to change the name from "The Brooks Acquisition Group, Inc" to "The Brooks Group, Inc."

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: 8/1/00
	Adoption of Amendment(s) (CHECK ONE)
Ď	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
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Lieig; Damasceno Typed or printed name
	President