P000000070492 OF BRIAN D. SMITH

ATTORNEY AT LAW

BRIAN D. SMITH MEMBER OF FLORIDA BAR CERTIFIED PUBLIC ACCOUNTANT STATE OF FLORIDA

December 21, 2000

Division of Corporations Secretary of State P.O. Box 6327 Tallahassee, Fla. 32314

RE: FILING OF CORPORATION; AMENDMENT

Dear Sir Or Madame:

Enclosed please find my check in the amount of \$70.00 for the filing of the attached corporation. Also enclosed is a check for \$30 for the amendment together with a stamped self addressed envelope.

Thank you.

Sincerely,

Brian D. Smith

BDS:sm

800003513138--2 -01/02/01--01111--019 *****35.00 *****35.00

SUITE 372, 420 LINCOLN ROAD

MIAMI BEACH, FLORIDA 33139

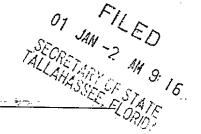
TELEPHONE: (305) 672-7000

FAX: (305) 532-9092

Amera



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



BRITE INCORPORATED

(present name)

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 SEVEN IS AMENDED TO DELETE

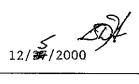
BARRY DEAN HANCOCK 10 N.E. 39th STREET MIAMI, FLA. 33127

AS A BOARD OF DIRECTOR.

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:

NONE





| THIRD: | The date of each amendment's adoption: |
|-----------|---|
| EOURTH: | Adoption of Amendment(s) (CHECK ONE) |
| | 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 byvulleton voting group |
| | voting group |
| XX. | 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. |
| | Signed this day of DECEMBER |
| Signature | (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) |
| | BARRY DEAN HANCOCK |
| | Typed or printed name |
| | DIRECTOR |
| | Title |