A PROFESSIONAL ASSOCIATION

## ATTORNEYS-AT-LAW

LAURA A. OLSON DAVID C. BEARDEN 112 SOUTH MAGNOLIA AVENUE TAMPA, FLORIDA 33606 TELEPHONE: (813) 253-3073 TELECOPIER: (813) 258-3795

January 31, 2001

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32304

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RE: JesterMoreno, Inc.

Gentlemen and Ladies:

Please find enclosed the Articles Of Amendment To Articles Of Incorporation Of JesterMoreno, Inc. We have also enclosed the filing fee for the Amendment plus the fee for the certified copy of the Amended Article Of Incorporation. Please send the certified copy to Alicia Moreno, 4410 Ranch Wood Lane, Tampa, Florida 33624-1731.

If there are any questions, please call us at the above referenced phone number.

Sincerely,

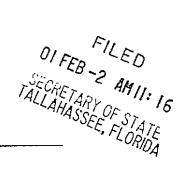
David C. Bearden, Esq.

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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



JesterMoreno, Inc.

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)

Amendment to Article VII, Initial Board Of Directors: This corporation shall have one (1) Director initially. Alicia Moreno is the President of JesterMoreno, Inc. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are: Alicia Moreno, 4410 Ranch Wood Lane, Tampa, Florida 33624-1731.

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: January 31, 2001
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
ū	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
0	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.
XI	The amendment(s) was were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 31 day of 1 away 12001.
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by
	the shatcholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Alicia C. Moreno Typod or prinsied name
	President/INCORPORATOR