

LAW OFFICES OF

EDWIN R. JONAS III

475 N.E. 1st STREET
SUITE A-3
DELRAY BEACH, FLORIDA 33483

TELEPHONE (561) 278-7529

FACSIMILE (561) 278-6194

January 4, 2001

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

P00000087315

RE: **CBEN, INC.**
AMENDMENT TO ARTICLES OF INCORPORATION

400003528184--5
-01/08/01--01113--004
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed are an original and one copy of ARTICLES OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION for the above referenced corporation.

Please file the original, have one copy marked filed and return it as soon as possible to the undersigned at the above address in the self addressed stamped envelope with the filed copy and receipts for filing. .

Enclosed is one check for \$35.00 payable to the Secretary of State for filing fee.

Thank you for your assistance.

Sincerely yours,

Edwin R. Jonas III
For the firm

FILED
01 JAN -8 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS JAN 11 2001

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
CBEN, INC.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corpora-
tion Act, **CBEN, INC.** (the "Corporation") adopts the following Articles of Amendment to
Articles of Incorporation:

1. **ARTICLE FIFTH. AUTHORIZED STOCK.**

The aggregate number of shares which the corporation shall have authority to issue is ONE MILLION (1,000,000) shares of Common Stock, with no par value. The common shares shall be paid for in cash, or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation, unless otherwise prohibited by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefor shall have been paid.

2.

ARTICLE SIXTH. DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment to the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the director(s) of this corporation are:

FILED
01 JAN -8
SECRETARY
TALLAHASSEE
FLORIDA

**CHRISTOPHER T. BALZER
6967 BLACKSMITH WAY
LAKE WORTH, FL. 33467**

3.

ARTICLE TENTH. INFORMAL ACTION OF THE SHAREHOLDERS.

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the shareholders entitled to vote on such action at a meeting and filed with the secretary of the corporation as part of the corporation records.

4.

ARTICLE ELEVEN.

INDEMNIFICATION OF DIRECTORS , OFFICERS, EMPLOYEES OR AGENTS

The corporation shall indemnify its directors, officers, employees or agents for all acts, claims, issues or matters and any and all liabilities including judgments arising out of the performance of and within the scope of their duties and provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of the corporation , in accordance with the authority of F.S. 607.0850 which empowers a corporation to provide indemnification to such persons.

5. The amendment was duly adopted after action by consent of directors in lieu of meeting(the "Director Action") , dated January 4, 2001 and after consent of shareholders owning a majority of the outstanding voting stock of the Corporation in lieu of meeting ("Shareholder Action") dated January 4, 2001. Such Shareholder Action was sufficient for approval of the Amendment.


3. The effective date of this Amendment is January 4, 2001.

Dated: January 4, 2001

CBEN, INC.

A Florida Corporation

By:


A horizontal line is drawn across the page, and the signature is written over it.

CHRISTOPHER BALZER, President