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BASIC AMENDMENT

SHOPOFF MANAGEMENT & INVESTMENTS INC.

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10-16-01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 15, 2001

SHOPOFF MANAGEMENT & INVESTMENTS INC.
2521 NE 47TH STREET
LIGHTHOUSE POINT, FL 33064

SUBJECT: SHOPOFF MANAGEMENT & INVESTMENTS INC.
REF: P01000012488

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SHOPOFF MANAGEMENT & INVESTMENTS INC.

SHOPOFF MANAGEMENT & INVESTMENTS INC.

(present name)

P01000012488

(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 I:

The name of the corporation shall be amended to:

JRJ INVESTMENTS, INC., a Florida corporation

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:

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THIRD: The date of each amendment's adoption: October 3, 2001

FOURTH: 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 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.

Signed this 3rd day of October, 2001

Signatures _____
(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)

Craig D. Savage
(Typed or printed name)

Incorporator
(Title)

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