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City/State

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NEW FILINGS

- Profit
 Not for Profit
 Limited Liability
 Domestication
 Other

AMENDMENTS

- Amendment
 Resignation of R.A., Officer/Directors
 Change of Registered Agent
 Dissolution/Withdrawal
 Merger

OTHER FILINGS

- Annual Report
 Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

FILED
 02 APR 15 AM 9:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Amend MC
4/18/02

Examiner's Initials *T. Lewis*

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

ALPHA GROUP REALTY, INC.

**FILED
02 APR 15 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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:

**ARTICLE 1:
NAME**

DELETE: REALTY

ADD: INVESTMENTS

**ARTICLE 2:
NATURE OF BUSINESS**

The general nature of business to be transacted by this Corporation shall be: trading, buy, sell, consumer lending and mortgages, and any other activities of business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in, and with goods, wares, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance,

surety, express, railroad, cancel, telegraph, cooperative association, fraternal benefits society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of other instruments to secure payment of corporate indebtedness as required.

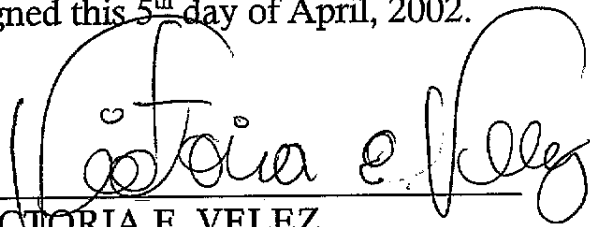
To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse purchase, hold sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock..

SECOND: The date of each amendment's adoption: April 5th, 2002.

THIRD: Adoption of Amendment(s):

The amendment(s) were adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this 5th day of April, 2002.



VICTORIA E. VELEZ
President / Director