

FROM : LornLeitmanPA

FAX NO. : 3056305025

Jan. 09 2003 03:07PM P1

Division of Corporations

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**Florida Department of State
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BASIC AMENDMENT

KF REAL ESTATE INVESTMENTS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$35.00

JANUARY 9, 2003

KF REAL ESTATE INVESTMENTS, INC.
7700 NORTH KENDALL DRIVE SUITE 405
MIAMI, FL 33156

SUBJECT: KF REAL ESTATE INVESTMENTS, INC.
REF: P01000031482

WE RECEIVED YOUR ELECTRONICALLY TRANSMITTED DOCUMENT. HOWEVER,
THE DOCUMENT HAS NOT BEEN FILED. PLEASE MAKE THE FOLLOWING
CORRECTIONS AND REFAX THE COMPLETE DOCUMENT, INCLUDING THE
ELECTRONIC FILING COVER SHEET.

THE WORD "INITIAL" OR "FIRST" SHOULD BE REMOVED FROM THE ARTICLE
REGARDING DIRECTORS, OFFICERS, AND/OR REGISTERED AGENT, UNLESS
THESE ARE THE INDIVIDUALS ORIGINALLY DESIGNATED AT THE TIME OF
INCORPORATION.

PLEASE RETURN YOUR DOCUMENT, ALONG WITH A COPY OF THIS LETTER,
WITHIN 60 DAYS OR YOUR FILING WILL BE CONSIDERED ABANDONED.

IF YOU HAVE ANY QUESTIONS CONCERNING THE FILING OF YOUR
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KAREN GIBSON
DOCUMENT SPECIALIST

FAX AUD. #: H03000005699
LETTER NUMBER: 503A00001203

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Document No. P01000031482

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
KF REAL ESTATE INVESTMENTS, 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, Article V (being amended)

Name and address of New Registered Agent to be amended to:

Kenneth Floyd
KF Real Estate Investment, Inc.
7700 N. Kendall Drive, Suite 405
Miami, FL 33156

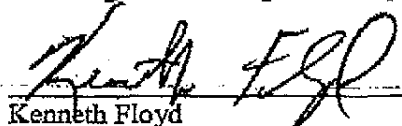
SECOND, Article VI (being amended)

The number of directors constituting the ~~initial~~ board of directors of the corporation is one (1). The name and address of the person who is to serve as board of director, president and secretary is:

Kenneth Floyd
13100 SW 69th Court
Miami, FL 33156

REGISTERED AGENT ACCEPTANCE

I hereby acknowledge and accept the appointment, and am familiar with and accept the duties and obligations of Registered Agent for KF Real Estate Investments, Inc.


Kenneth Floyd

THIRD, The date of each amendment adoptions is: December 18, 2002.

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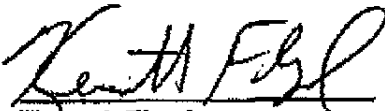
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FOURTH, The amendments were adopted by the incorporator without shareholder action and shareholder actions were not required.

Signed this 27 day of December, 2002.



Kenneth Floyd
Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

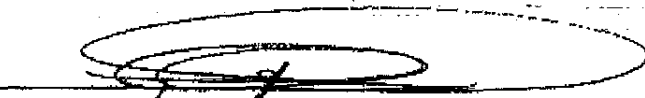
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

JOHN KENNETH FLOYD II

FDH# F420-431-003-336-0
Form of identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed these Articles of Incorporation, that I relied upon the forms of identification of the above named persons as indicated opposite each name, and that an oath was not taken.

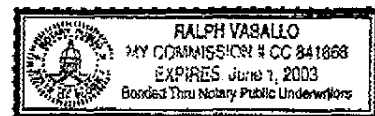
Witness my hand and official seal of the County and State last aforesaid this
27 day of December, 2002.



Notary signature

RALPH VASALLO

Printed notary signature



Document No. P01000031482

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**MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF
KF REAL ESTATE INVESTMENTS, INC.**

The special meeting of the Board of Directors of KF Real Estate Investments, Inc. was held on December 27, 2002, 9:00 am at 7700 N. Kendall Dr. Suite 405, Florida 33056.

The meeting was called to order the President and was presented to the meeting.

After discussion, upon motion duly made, second and carried, it was **RESOLVED**,

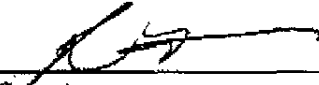
**THAT THE BUSINESS
KF REAL ESTATE INVESTMENTS, INC. HAVE THE FOLLOWING
AMENDMENTS DONE TO THE ARTICLES OF INCORPORATION AS OF
DECEMBER 27, 2002:**

**Change Registered Agent to: Kenneth Floyd
Change number of directors from two (2) to one (1)
Appointing Kenneth Floyd as sole Director, President and Secretary**

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to

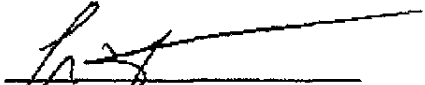
AMENDMENTS SET FORTH IN ARTICLES OF AMENDMENT

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.



Secretary

APPROVED:



Lorn Leitman, President

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