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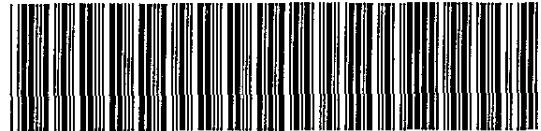
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Amend.

V SHEPARD JUN 18 2003



**BOARD OF DIRECTORS
Officers**

Dr. Roy Phillips
President

Hosea Butler, Jr.
Secretary

Verbert C. Anderson
Treasurer

Members

Reginald Clyne, Esq.

Gerald C. Grant, Jr.

Congresswoman Carrie P. Meek

Garth C. Reeves

Dorothea Stewart

Elaine H. Black
Executive Director

June 10, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find Articles of Amendment to the Articles of Incorporation and a check or money order for filing fees for the following:

Company name	CK/MO#	Amount
PRO ALLIANCE, INC.	05406293081	\$35.00

Please file the amendment and return a copy of the amendment to the following address:

Nicole S. Dandridge, Esq.
Tools for Change
Black Economic Development Coalition, Inc.
6015 NW 7th Ave.
Miami, FL 33127

Please feel free to contact me with any further questions.

Sincerely,

Nicole S. Dandridge, Esq.
Staff Attorney

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
PRO ALLIANCE, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATION
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Pursuant to the provisions of Chapter 607.1006 et seq. of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is PRO ALLIANCE, INC.
2. The following amendment to the Articles of Incorporation were adopted by the Board of Directors of the corporation on June 10, 2003, in the manner prescribed by the Florida business Corporation Act:

ARTICLE VIII: BOARD OF DIRECTORS is hereby amended to indicate that the board of the corporation shall be:

Gary A. Soman
17300 N.W. 24th Avenue
Opa Locka, FL 33056

Ricardo Plummer
7041 Sunset Strip
#212A
Sunrise, FL 33319

David Craig
7848 Pembroke Road
Miramar, FL 33023

3. The shareholders are not required to vote on the amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, I, GARY A. SOMAN, President of PRO ALLIANCE, INC., have signed these Articles of Amendment on this 10 day of JUNE, 2003, and acknowledge the same to be my act.



GARY A. SOMAN
President