

P02000002379

LAW OFFICES

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JAMES J. WEBB
KEVIN R. JACKSON
JOANNA D. KANE
MANUEL R. GONZALEZ
LORETTA BANGOR
TRACY D. GINDEA

June 12, 2002

VIA FEDERAL EXPRESS OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

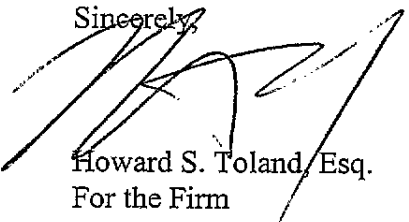
**Re: Filing Articles of Amendment for FX Publishing, Inc.
File No.: 3649.1**

To Whom It May Concern:

Please find enclosed the original and one copy of the Articles of Amendment for FX Publishing, Inc. to be filed with your office. Additionally, we enclose our firm's check number 1250 in the amount of \$43.75 representing the filing and certified copy fee.

Please return a certified copy of the Articles in the self-addressed, stamped envelope provided for this purpose. Thank you for your anticipated cooperation in this matter.

Sincerely,


Howard S. Toland, Esq.
For the Firm

HST/cf
enclosures

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*****43.75 *****43.75

Amend.

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V SHEPARD JUL 16 2002 V SHEPARD JUL 6 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 17, 2002

HOWARD S. TOLAND, ESQ.
ONE FINANCIAL PLAZA
100 SE THIRD AVE., STE. 1900
FT. LAUDERDALE, FL 33394

SUBJECT: FX PUBLISHING, INC.
Ref. Number: P02000002379

We have received your document for FX PUBLISHING, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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 document, please call (850) 245-6909.

Velma Shepard
Corporate Specialist

Letter Number: 402A00039331

RECEIVED

02 JUN 11 PM 2:23

DIVISION OF CORPORATIONS

LAW OFFICES
HALEY, SINAGRA, PAUL & TOLAND, P.A.

ONE FINANCIAL PLAZA
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July 9, 2002

Velma Shepard, Corporate Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Subject - FX Publishing, Inc.
Ref. # P02000002379

Dear Ms. Shepard:

Enclosed please find copy of your June 17, 2002 letter to our office stating the reasons for the Articles of Amendment being returned to us. We have corrected the Articles of Amendment per your instructions and the amendment has been signed by the original incorporator. Please immediately file the enclosed Articles of Amendment of record and provide our office with a certified copy of the amendment. We had previously provide your office with our firm's check in the amount of \$43.75 to cover the filing fee and certified copy fee.

Thank you for your prompt attention to this matter. Please do not hesitate to contact me should you have any questions concerning the enclosures.

Sincerely,

S. Coleman

Stephanie Coleman, Legal Assistant to
Howard S. Toland, Esq.

Encl.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FX PUBLISHING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUL 11 PM 3:58

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:

1. Article II - Principal Office - is amended to read as follows:

The principal place of business and mailing address of this corporation shall be:

1200 Brickell Avenue
Suite 1800
Miami, Florida 33131

2. Article IV - Initial Registered Agent and Street Address - is amended to read as follows:

The name and address of the registered agent shall be:

Howard S. Toland, Esq.
c/o Haley, Sinagra, Paul & Toland, P.A.
One Financial Plaza, Suite 1900
100 SE Third Avenue
Fort Lauderdale, FL 33394

3. Article VI - Director(s) - is amended to read as follows:

The name(s) and street address(es) of the director(s) to these Articles of Incorporation is (are):

President / Director: Michael Mouyal
1200 Brickell Avenue
Suite 1800
Miami, Florida 33131

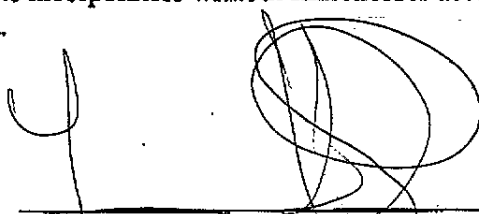
Second: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions, for implementing the amendment if not contained in the amendment itself, are as follows:

NO AMENDMENT

Third: The date of each amendment's adoption is: June 6, 2002

Fourth: The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

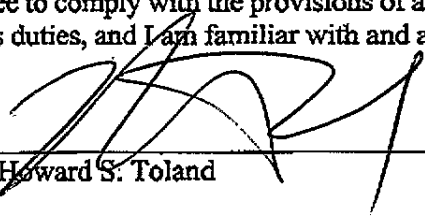
Signed this 8 day of July, 2002.



Yolanda Patricia Arias, Original Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and I am familiar with and accept the obligations of my position as registered agent.



Howard S. Toland