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(Requestor's At-)

Jodi B. Green, PA
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

8/19

JB

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
BERNSTEIN INVESTMENT SOLUTIONS, INC. A FLORIDA CORPORATION**

In accordance with the terms of Section 607.1006 of the Florida Business Corporation Act, BERNSTEIN INVESTMENT SOLUTIONS, INC., a Florida corporation (the "Corporation"), hereby adopts the following amendment to its Articles of Incorporation:

Article VIII is hereby amended to read as follows:

INITIAL DIRECTORS

The name and street address of the ~~first~~ Board of Directors who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and shall have qualified, are as follows:

Name:	Position	Address:
Alys Bernstein	Vice President, Treasurer	22575 Esplanada Circle West, Boca Raton, FL 33433

The foregoing amendment to the Articles of Incorporation of the Corporation was adopted by means of a Written Consent of all of the Directors and the holders of a majority of the issued and outstanding shares of Common Stock of the Corporation dated May 10, 2004, in accordance with the terms of Section 607.1003 of the Florida Business Corporation Act, and consequently, the number of shares cast in favor of the amendment was sufficient for its approval

Signed this 8th day of August, 2004

Signature 
Edward L. Bernstein, President

FILED
04 AUG 16 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


STATEMENT OF CONSENT TO ACTION
BY SHAREHOLDERS
OF
BERNSTEIN INVESTMENT SOLUTIONS, INC.

The undersigned, holding all of the issued and outstanding shares of capital stock of Bernstein Investment Solutions, Inc., a Florida corporation, (the "Corporation"), pursuant to s607.0704, Florida Statutes, does hereby consent to and takes the following action in lieu of holding a meeting of shareholders of the Corporation, to have the same effect as an action taken at a duly called meeting of shareholders at which all shares were present and voting:

That Edward L. Bernstein as the majority shareholder of the Corporation and Irvin Bernstein as minority shareholder hereby agree that Irvin Bernstein shall resign as Vice President/Secretary on behalf of the Corporation and Alys Bernstein shall be the new Vice President/Secretary and agree to any modifications to the Corporation's Articles of Incorporation or Bylaws.



Edward L. Bernstein


Irvin Bernstein

Dated: August _____, 2004.