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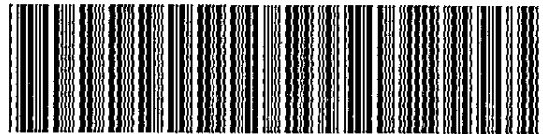
(Business Entity Name)

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Amend

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LAW OFFICES
STEIN, ROSENBERG & STEIN

Professional Association

SEVENTH FLOOR
4875 NORTH FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33308

JACK STEIN
ARTHUR R. ROSENBERG
CRAIG D. STEIN
BARRY M. STANDIG
PATRIZIA M. SALVAGGIO

OF COUNSEL:
KURT D. ZIMMERMAN, P.A.
HAROLD S. BOFSHEVER

August 19, 2004

(954) 772-5151
FAX (954) 772-4224

Secretary of State
Divisions of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: B&Y Real Properties, Inc.

Gentlemen:

Enclosed herein please find the following document with regard to the above referenced matter:

1. Articles of Amendment.

I have also enclosed herein a check in the amount of \$35.00 to cover the costs for same.

Should you have any questions, please feel free to contact my office..

Very truly yours,



ARTHUR R. ROSENBERG

ARR/jc
Enclosures

ARTICLES OF AMENDMENT**B & Y REAL PROPERTIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

1. The Articles of Incorporation is hereby to change the Directors of the Corporation as follows:

DIRECTORS

The names and street addresses of the Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the calendar year 2004 or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
JUDE CHEHEBAR	4875 North Federal Highway 7 th Floor Fort Lauderdale, Florida 33308
SHLOMO PEER	6851 West Sunrise Boulevard Plantation, Florida 33313

2. The Articles of Incorporation are hereby amended to change the Officers of the Corporation as follows:

INITIAL OFFICERS

The names and street addresses of the Officers, who, subject to the provisions of these Articles of Incorporation, shall hold office for the calendar year 2004 or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
JUDE CHEHEBAR	PRESIDENT	4875 North Federal Highway 7 th Floor Fort Lauderdale, Florida 33308
SHLOMO PEER	VICE-PRESIDENT SECRETARY/TREASURER	6851 West Sunrise Boulevard Plantation, Florida 33313

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FROM-STEIN ROSENBERG

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2. The foregoing amendment was adopted by written consent of all the Stockholders and Directors entitled to vote thereon, pursuant to Florida Statutes §607.1003, at a meeting held on the 16th day of August 2004

W. W. B. 11/3/11
JUDE CHEHEBAR

President

STATE OF FLORIDA)

: ss

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 16th day of August 2004, by JUDE CHEHEBAR, the President of B & Y REAL PROPERTIES, INC., a Florida corporation, on behalf of the corporation.

Arthur R. Rosenberg
NOTARY PUBLIC

My commission expires:



Arthur R. Rosenberg
MY COMMISSION # CC946663 EXPIRES
September 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.