

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT**LAKE MARION REALTY, INC.**

Certificate of Status	0
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Exhibit A

Amendment to Articles of Incorporation

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
LAKE MARION REALTY, INC.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, LAKE MARION REALTY, INC. (the "Corporation") adopts the following Amendment (the "Amendment") to the Articles of Incorporation of the Corporation:

1. Article I of the Articles of Incorporation shall be deleted and the following Article I shall be inserted in its place:

**ARTICLE I
CORPORATE NAME**

The name of this corporation shall be:

BRISTOL REAL ESTATE, INC.

2. The Amendment was duly adopted after action by consent of directors in lieu of meeting (the "Director Action"), dated July 6, 2005 and after consent of shareholders owning a majority of the outstanding voting stock of the Corporation in lieu of meeting (the "Shareholder Action") dated July 6, 2005. Such Shareholder Action was sufficient for approval of the Amendment.

3. -- The effective date of this Amendment is July 7, 2005.

Dated: July 7, 2005

Bristol Real Estate, Inc. f/k/a Lake Marion
Realty, Inc., a Florida corporation

By: A. Golan
Amnon Golan, President

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CERTIFICATE
OF
LAKE MARION REALTY, INC.
(the "Certificate")

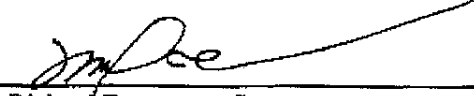
THE UNDERSIGNED, being the secretary of Lake Marion Realty, Inc., a Florida corporation (the "Corporation"), hereby certifies the following:

1. Pursuant to Section 607.1003 of the Florida Business Corporation Act, the Articles of Incorporation (the "Existing Articles") of the Corporation were amended (the "Amendment") on July 7, 2005, a copy of which Amendment is attached hereto as Exhibit "A", after action by consent of directors in lieu of meeting (the "Director Action"), dated July 6, 2005, a copy of which Director Action is attached hereto as Exhibit "B" and after consent of shareholders owning a majority of the outstanding voting stock of the Corporation in lieu of meeting (the "Shareholder Action") dated July 6, 2005, a copy of which Shareholder Action is attached hereto as Exhibit "C".

2. Pursuant to the Shareholder Action, the Amendment was duly adopted by the shareholders owning a majority of the outstanding voting stock of the Corporation, and such majority of votes was sufficient for approval.

3. The date of this Certificate is July 7, 2005.

LAKE MARION REALTY, INC.

By: 
Richard Davenport, Secretary

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Exhibit B

The Director Action

ACTION BY CONSENT OF DIRECTORS IN LIEU OF MEETING

THE UNDERSIGNED, constituting all of the directors of Lake Marion Realty, Inc., a Florida corporation (the "Corporation") hereby take the following action by written consent in lieu of a meeting of the Board of Directors of the Corporation (the "Action"), in accordance with Section 607.0821 of the Florida Business Corporation Act, and direct that this Action be filed in the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended to read as follows:

ARTICLE I

The name of this corporation shall be:

Bristol Real Estate, Inc.

IN WITNESS WHEREOF, each of the undersigned Directors of the Corporation have executed this Action for the purpose acknowledging approval of the matters set forth herein on this 6th day of July, 2005.

Directors:


Amnon Golan


Richard Davenport


Itzhak Kleider


Sari Schachtel

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Exhibit C

The Shareholder Action

**CONSENT OF SHAREHOLDERS OWNING A MAJORITY OF THE OUTSTANDING VOTING
STOCK OF THE CORPORATION IN LIEU OF MEETING**

As of the date hereof, Five Hundred Thousand (500,000) shares of the \$.0001 par value common stock (the "Outstanding Shares") of Lake Marion Realty, Inc. (the "Corporation") are issued and outstanding. Accordingly, a majority (the "Majority") of the Outstanding Shares consists of no less than Two Hundred Fifty Thousand One (250,001) Outstanding Shares.

The undersigned constituting the Shareholders owning and possessing the Majority of the Outstanding Shares hereby take the following action by written consent in lieu of a meeting of the Shareholders of the Corporation (the "Action"), in accordance with Section 607.0704 of the Florida Business Corporation Act, and direct that this Action be filed in the minutes of the proceedings of the Shareholders of the Corporation:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation be amended to read as follows:

ARTICLE I

The name of this corporation shall be:

Bristol Real Estate, Inc.

IN WITNESS WHEREOF, the undersigned constituting the Shareholders owning and possessing the Majority of the Outstanding Shares have executed this Action for the purpose of acknowledging the approval of the matters set forth herein on this 6th day of July, 2005.

Shareholder:


Amnon Golan

Number of Outstanding Shares Owned:

One Hundred Eighty Seven Thousand Five
Hundred shared (187,500)

Shareholder:


Richard Davenport

Number of Outstanding Shares Owned:

One Hundred Eighty Seven Thousand Five
Hundred shared (187,500)