

P9400000 2495

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 99 AUG 23 AM 9:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-08/23/99--01094--013
****35.00 ****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend on 3/26 P94000002495 2-23-99

Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ALLPOINTS LIMOUSINE SERVICES, INC.
(present name)

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: (indicate article number(s) being amended, added or deleted)

ARTICLE #3 - DELETE 1610 NE 33 ST. Pompano Bch. FL. 33064
ADD. 75 N.E. 6TH AVE. SUITE 109, DELRAY BCH, FL. 33483
MAILIN ADDRESS IS SAME

ARTICLE #5. DELETE KENNETH HALPERN
ADD- KEN LITVACK AS PRESIDENT - 554 058 -
6554 N.W. 31st WAY
BOCA RATON, FL. 33456

ADD- DALE FLEWELYN AS SECRETARY + TREASURER
ADDRESS 8408 ELAINE DR. BOYTON Bch. FL. 33437

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263-27-0434

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:

COMPLETELY REMOVE KEN HALPERN FROM THIS CORPORATION

THIRD: The date of each amendment's adoption: 8/11/99

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

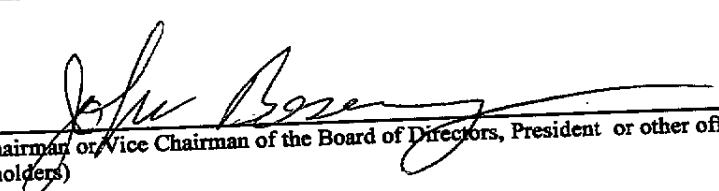
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 11 day of AUGUST, 19 99.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

JOHN BESEAMY
Typed or printed name

V.P.
Title



Anne M Gorcyca
My Commission CC736704
Expires April 26, 2002