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May 29, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


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-06/03/98--01039--020 2
*****43.75 *****43.75

Re: TOBIAS ROHAN RANDALL PHOTOGRAPHY INC.

Dear Sir or Madam:

Enclosed please find Articles of Amendment for the above corporation, together with my Trust Account check in the amount of \$43.75. Please return to me a Certificate of Status after the name change has been completed.

Sincerely,


Laurence J. Rohan

LJR/vjw

enclosures

FILED
98 JUN -3 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 8 1998

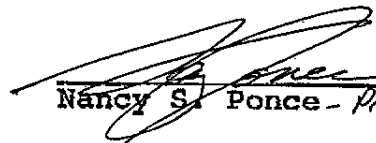
ARTICLES OF AMENDMENT
OF
TOBIAS ROHAN RANDALL PHOTOGRAPHY INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CHANGE OF NAME

The name of the Corporation was changed to read: TOBIAS ROHAN and PONCE INC., by amendment, dated May 1, 1998, and passed unanimously by the Board of Directors and Shareholders of the Corporation.

I the undersigned, being the sole stockholder and director of TOBIAS ROHAN and PONCE INC., do make and file this Articles of Amendment, hereby declaring and certifying that the facts contained herein are true, and have accordingly set my hand and seal this 29 day of May, 1998.


Nancy S. Ponce - President

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 29 day of May, 1998 by NANCY S. PONCE, who is personally known to me.

My Commission Expires:


Notary Public



MINUTES OF SPECIAL MEETING
OF
SHAREHOLDERS, OFFICERS and DIRECTORS
OF
TOBIAS ROHAN RANDALL PHOTOGRAPHY, INC.

A special meeting of the shareholders, directors and officers of TOBIAS ROHAN RANDALL PHOTOGRAPHY, INC. was held on May 1, 1998, at the corporate offices.

Present were NANCY ROHAN, being the sole shareholder, officer and director of said corporation, and NANCY S. PONCE.

Upon proper Motion being duly made, seconded, and unanimously approved, the following Resolutions were passed:

1. The corporate name is hereby amended to read: TOBIAS ROHAN and PONCE, INC.

2. The following Directors will serve the Corporation until the next regular meeting of the shareholders of the Corporation:
NANCY S. PONCE

3. The following Officers will serve the Corporation until the next regular meeting of the Directors of the Corporation:
NANCY S. PONCE, Pres/Sec/Treasurer

There being no further business the meeting was adjourned.

DATED: May 1, 1998


Nancy S. Ponce