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PHILLIPS & ZISKINDER
C O U N S E L L O R S A T L A W

Kendall J. Phillips • Steve Ziskinder

May 11, 2001

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: JKR Properties, Inc.

700004215757--1
-05/14/01--01127--003
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find this Firm's draft in the amount of Thirty-Five Dollars (\$35.00) together with the original Articles of Amendment to Articles of Incorporation of JKR Properties, Inc., for filing with the Division of Corporations.

Once same has been filed, please return a certified copy of same to our office.

Thank you.

Very truly yours,

PHILLIPS & ZISKINDER, P.A.

By: Kendall J. Phillips
Kendall J. Phillips
For the Firm

KJP/cdm

Enclosures

cc: Rick Starr

Amend

FILED
01 MAY 14 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN MAY 21 2001

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF JKR PROPERTIES, INC.

FILED
01 MAY 14 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article VI, containing the names and addresses of the initial Directors of the corporation is amended to delete Jeff Ross as Vice-President and a Director.

SECOND: Article VII, identifying a Board of Directors consisting of three (3) directors is amended to authorize two (2) directors.

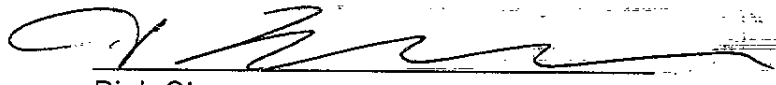
THIRD: The date of each amendments adoption is April 23, 2001.

FOURTH: Adoption of Amendment: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval. Only one (1) voting group entitled to vote did vote on these amendments.

Signed this 23RD day of April, 2001.

JKR PROPERTIES, INC.


Kenneth J. Carpi
President/Director/Shareholder


Rick Starr
Secretary/Treasurer/Director/
Shareholder