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New York, New Jersey & Connecticut

December 24, 1998

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****43.75 *****43.75

Re: Articles of Amendment to Articles of Incorporation of 90 Corp.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy for filing and certification of the Articles of Amendment for the above referenced profit corporation.


Also enclosed, please find a check of this firm made payable to the Secretary of State in the sum of \$43.75 to cover the \$35.00 filing fee and \$8.75 for the certified copy of the Amendments.

Please certify the copy and return same directly to the undersigned in the enclosed self addressed, stamped envelope.

Your cooperation and attention herein is greatly appreciated.

Very truly yours,

HABER, LEWIS & PATHMAN, LLP


HAROLD L. LEWIS

HLL/rg
Enclosures
cc: Ms. Christine Ferrari

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FILED
99 JAN -5 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
1-12-99
CC

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
90 CORP.**

FILED
99 JAN -5 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to Section 607.1006, Florida Statutes, does hereby state as follows:.

1. The name of this corporation is 90 CORP. (the "Corporation").
2. Article VI of the Articles of Incorporation of the Corporation is amended to show the principal office and mailing address of the Corporation to be as follows:

5410 North Bay Road
Miami Beach, Florida 33140

3. Article VIII of the Articles of Incorporation of the Corporation is amended to show the number of shares issued to each stockholder to be as follows:

<u>Name</u>	<u>Number of Shares</u>
John Bosa	100
Eric Kumerow	100
Christine M. Ferrari	100

4. This Amendment was adopted as of the date set forth below.
5. This Amendment was approved by the Shareholders, and for such approval, the number of votes cast by shareholders was sufficient for this approval.

Dated this 25 day of November, 1998.

Christine M. Ferrari

CHRISTINE M. FERRARI, as Vice-President and a Member of the Board of Directors of 90 CORP.

STATE OF FLORIDA)
) SS.:
COUNTY OF Broward)

BEFORE ME, the undersigned authority, this day personally appeared CHRISTINE M. FERRARI as Vice-President and a member of the Board of Directors of 90 CORP., a Florida corporation, on behalf of the corporation. The undersigned is personally known to me or has delivered a Florida Driver's License as identification and did take an oath. 11/23/98



KATHLEEN M. FERRARI
COMMISSION # CC 727254
EXPIRES MAR 23, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Kathleen M. Ferrari

NOTARY PUBLIC, State of Florida

Print Name: KATHLEEN M. FERRARI

My Commission Expires: MARCH 23, 2002