JOSEPH Y. LEUNG, P.A. GERTIFIED PUBLIC ACCOUNTANT 000009670

18999 Biscayne Boulevard, Suite 205 ' •

North Miami Beach, Florida 33180

(305) 933-9515 • Fax: (305) 933-1340

June 12, 1998

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Fl 32314

Re: MR. POCKETBOOK, INC.

Doc. # P96000009670

To Whom It May Concern:

Enclosed please find the Articles of Amendment of Mr. Pocketbook, Inc., and a check for \$87.50 which covers the filing fee and certified copy of the Amendment.

Please forward the certified copy to the following address:

c/o Joseph Y. Leung, C.P.A. 18999 Biscayne Blvd, Suite 205 Aventura, Fl 33180

Thank you for your cooperation.

Sincerely,

Joseph Y. Leung

Certified Public Accountant

Anuena. 6-25-98



## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

June 18, 1998

JOSEPH Y. LEUNG, C.P.A. 18999 BISCAYNE BLVD. SUITE 205 AVENTURA, FL 33180

SUBJECT: MR. POCKETBOOK, INC.

Ref. Number: P96000009670

We have received your document for MR. POCKETBOOK, INC. and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 598A00033822

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

98 JUN 25 PN 2: 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MR. POCKETBOOK, 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 V - CORPORATE OFFICER (AMENDMENT)

DELETION - LISA, NAHUM

V.P./S

1864 NW 38TH AVE

LAUDERHILL, FL 33311

ADDITION - PHILLIP, NAHUM
P/VP/S/D
1864 NW 38TH AVE
LAUDERHILL, FL 33311

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:

THIŘD:	The date of each amendment's adoption:
FOURT	I: Adoption of Amendment(s) (CHECK ONE)
ţ	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.
1	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatur	Signed this 12TH day of JUNE , 19 98
Signatu	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
que estable.	OR
	(By a director if adopted by the directors)
	OR .
	(By an incorporator if adopted by the incorporators)
	PHILLIP NAHUM
	Typed or printed name
	PRESIDENT / INCORPORATOR
	Tido

. . - .