

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-0070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

P 960000

NAME _____
 FIRM _____
 ADDRESS _____

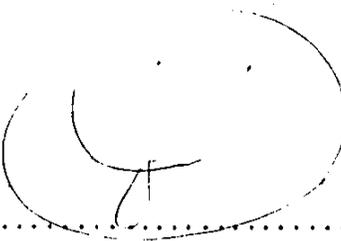
PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Out \$ _____



REQUEST	MADE	CONFIRMED	APPROVED
DATE	4/8/97		
TIME	9:30		ck No.
BY	CD		

WALK IN
 will pick up _____

_____ of _____ No _____

RE: Professional Communi-
 cations Experts, Inc.

20879

- Corp. Express
- Ad. _____
- Corp. Record Search
- Ltd. Partnership Filing
- Foreign Corp. Filing
- () Cert. Copy(s)
- Art. of Amend. Filing
- Dissolution/Withdrawal
- C U S.
- Fictitious Name Filing
- Name Reservation
- Annual Report/Restatement
- Reg. Agent Service
- Document Filing

Corporate Kit -04/08/97-04049-002
 Vehicle Search *****35.00 *****35.00
 Driving Record
 Document Retrieval
 UCC I or 3 Filing
 UCC II Search
 UCC II Retrieval
 Filing No.'s _____ Copies _____
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prop.
 Fax () _____

SUBTOTALS _____

Fee.....
 Disburse.....
 Surcharge.....
 TAX on corporate supplies.....
 TOTAL.....
 Prepaid.....
 BALANCE DUE.....

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Post Due Amount
 First 30 Days, 10% per Annum.

THANK
 You
 Your Capital C

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATION
 97 APR - 9 PH 12: 24
 97 APR - 8 4: 19 14
 RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1997

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: PROFESSIONAL COMMUNICATION EXPERTS, INC.
Ref. Number: P96000020879

We have received your document for PROFESSIONAL COMMUNICATION EXPERTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 397A00017610

Corrected

RECEIVED
97 APR -9 AM 8 56

FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF 97 APR -9 PH 12:24

PROFESSIONAL COMMUNICATION EXPERTS, INC. 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:

The following amendment to Article I was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval:

ARTICLE I

The name and address of this corporation shall be:

PROFESSIONAL COMMUNICATION EXPERTS, INC.
10800 Biscayne Boulevard
Suite 600
Miami, FL 33161

The following amendment to Article V was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval (the statement required by Florida Statute 607.0501 is attached hereto):

ARTICLE V

The name and address of the registered agent and office of the corporation is Nathan Matalon, 10800 Biscayne Boulevard, Suite 600, Miami, Florida 33161

The following amendment to Article VII was adopted by the shareholders on the 31st day of March 1997 and the number of votes cast for the amendment was sufficient for approval:

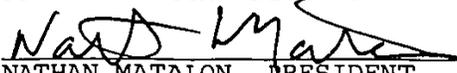
ARTICLE VII

The name and address of each member of the Board of Directors, and their respective position, if any, of the corporation are:

Dir./P/VP/S/T - Nathan Matalon, 10800 Biscayne Boulevard,
Suite 600, Miami, Florida 33161;

Signed this 31st day of March, 1997.

PROFESSIONAL COMMUNICATION EXPERTS, INC.

BY: 

NATHAN MATALON, PRESIDENT

CERTIFICATE OF DESIGNATION

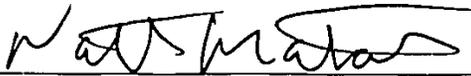
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, PROFESSIONAL COMMUNICATION EXPERTS, INC., organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

The name and address of the registered agent and office of PROFESSIONAL COMMUNICATION EXPERTS, INC. is Nathan Matalon, 10800 Biscayne Boulevard, Suite 600, Miami, Florida 33161.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Accepted and agreed this 31st day of March, 1997:



NATHAN MATALON