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EDDIE NURIELI

ATTORNEY AT LAW

450 N. Park Road
Suite 502
Hallandale, FL 33019
Tel. (954) 893-5788
Fax. (954) 893-6844

Admitted in Florida
Admitted in New York

20 Vesey Street
Suite 505
New York, N.Y. 10007
Tel. (212) 267-3550
Fax. (212) 267-3803

Please Reply to
Florida Office

May 1, 2000

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

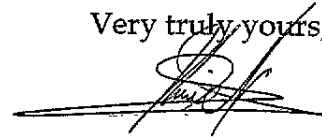
RE: A. Apel Plumbing, Inc.

300003240263--5
-05/04/00-01094-026
*****35.00 *****35.00

Dear Sir/Madam:

Please find enclosed two original copies of the Articles of Amendment to the above captioned entity together with my check for the filing fees. Kindly file the same and send proof thereof to the undersigned.

Very truly yours,



EDDIE NURIELI

EN/ss
encl.

*Eddie Nurieli gave Authorization
to correct Corp. name. 5/5 JS*

Amend.

V. SHEPARD JUN 5 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JUN -5 AM 9:54

ARTICLES OF AMENDMENT

OF

A. APEL PLUMBING, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN -5 AM 9: 54

The undersigned director(s), for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

ARTICLE I : NAME

The name of the corporation is

A. APEL PLUMBING, INC.

ARTICLE II : AMENDMENTS

1. Amend to reflect the shareholders of the corporation being:

Adam Apel	50%
Gil Kimron	50%

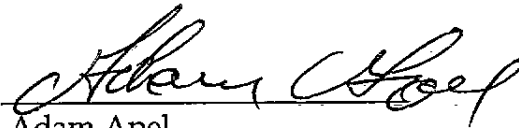
Amendment adopted February 21, 2000.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

2. Amend to add the name of Adam Apel as President and Director, and Gil Kimron as Vice President / Secretary, and director of the corporation who reside at 3901 N. 41st Court, Hollywood, FL 33021.

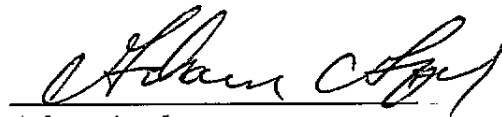
Amendment adopted February 21, 2000.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.

A handwritten signature in cursive script, appearing to read "Adam Apel", written over a horizontal line.

Adam Apel
President

The undersigned has executed these Articles of Amendment this 21st day of February, 2000.

A handwritten signature in cursive script, appearing to read "Adam Apel", written over a horizontal line.

Adam Apel
Director