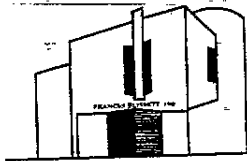


P9.6000036418

FRANCES BLISSETT, ESQ
ATTORNEY-AT-LAW



CORP

1. _____

2. _____

3. _____

4. _____

FRANCES BLISSETT, P.A.
16211 N.E. 18 AVENUE • N. MIAMI BEACH, FL 33162

FILED
08 AUG 19 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

FILE NUMBER(S), (if known):

000002619640--2

-08/19/98--01025--021

(Document #)

*****70.00 *****35.00

(Document #)

(Document #)

(Document #)

Walk in

Pick up time _____

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

VS AUG 26 1998

Amend

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
09 AUG 19 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEVELOPMENT CORPORATION

(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 VII. Directors

This article is amended as follows:

This corporation shall have three directors inditially. The number of directors may either increase or diminish from time to time in accordance with the by-laws but shall never be fewer than one(1). The name and address of the director(s) of this corporation is/are:

Frank Meincke President
16211 N.E. 18 Avenue
N. Miami Beach, FL 33162

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:

THIRD: The date of each amendment's adoption: July 1, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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):

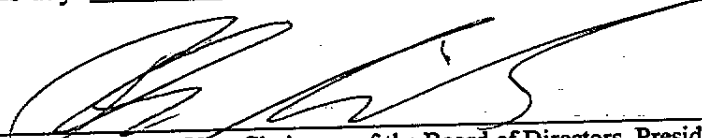
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 1 of July, 19 98

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FRANK MEINCKE

Typed or printed name

President

Title