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January 13, 1998

SENT BY FEDERAL EXPRESS

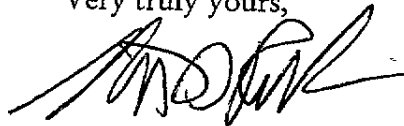
Secretary of State
Department of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

Re: Palm Beach Cigar Company

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Palm Beach Cigar Company changing the name of the company to Brielgel Corp., together with my check made payable to the Secretary of State in the amount of \$35.00. Would you please file these Articles of Amendment.

Very truly yours,



Steven D. Rubin

SDR/mjh

cc: Neil Baritz, Esq.

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*****35.00 *****35.00

FILED
98 JAN 14 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TEL JAN 15 1998

ARTICLES OF AMENDMENT
OF
PALM BEACH CIGAR COMPANY

FILED
98 JAN 14 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- A. The name of this Corporation is PALM BEACH CIGAR COMPANY.
- B. The Amendment to the Articles of Incorporation of PALM BEACH CIGAR COMPANY adopted by all of the Directors and Stockholders of said Corporation is as follows:

"ARTICLE I

The name of this Corporation is BRIELGEL CORP., ..

- C. The Amendment of the Articles of Incorporation of PALM BEACH CIGAR COMPANY adopted by all of the Directors and Stockholders on 1/9/98, effective 1/9/98.

D. Upon the filing of these Articles of Amendment of PALM BEACH CIGAR COMPANY with the Secretary of State, the outstanding shares of Common Stock of PALM BEACH CIGAR COMPANY, shall be exchanged for an equal number of shares of Common Stock of BRIELGEL CORP. to properly designate on such shares the change of the Corporation's name.

IN WITNESS WHEREOF, the undersigned President and Secretary of PALM BEACH CIGAR COMPANY respectively, have executed these Articles of Amendment this 9th day of January, 1998.

(Corp. Seal)

Randy Bring
Randy Bring, President

Mark Spielvogel
Mark Spielvogel, Secretary

STATE OF FLORIDA)

ss:

COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the State and County aforesaid, personally appeared, RANDY BRING and MARK SPIELVOGEL, the President and Secretary of PALM BEACH CIGAR COMPANY a Florida corporation, known to me and known to be the persons who executed the foregoing Articles of Amendment, and acknowledged before me that they executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 9th day of Jan, 1998.


Notary Public

My Commission Expires:



STEVEN D RUBIN
My Commission CC352518
Expires Mar. 03, 1998
Bonded by HAI
800-422-1555