7/07/97

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FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A. CONTACT: MARY W KURLANSIK

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PHONE: (305)670-0201

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NAME: 1311 INC.

AUDIT NUMBER..... 197000011057

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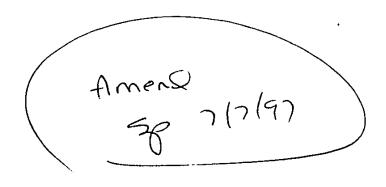
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## ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

## 1311 INC.

By unanimous vote of the Board of Directors of 1311 INC. (the Corporation has not yet issued any of its shares of capital stock), a Florida corporation originally incorporated on August 19, 1996, Document No. P96000069471, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1003, 607.1005 and 607.1006, amend the existing Articles of Incorporation effective July 3, 1997 in the following respects:

I. ARTICLE III is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

## ARTICLE III

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value <u>Per Share</u>	Class of Stock
1,000	10¢	Class A Voting Common
1,000	10¢	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

This instrument prepared by: Alan R. Chase, Hsquire Florida Bar No. 205478 Cohen, Chase & Hollman, P.A. 9400 S. Dadeland Boulevard, Suite 600 Mismi, Florida 33156 (305) 670-0201

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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

The foregoing Amendment was duly approved by the Director in accordance with Florida Statutes, Sections 607.1003, 607.1005 and 607.1006 on July 3, 1997.

DATED this 3rd day of July, 1997.

1311 INC.

By: President

Attest: Therefore Rodon, Secretary

ARCSBC\1911INCVMEND