96000081705



ACCOUNT NO. : 0.72100000032

193435 REFERENCE :

AUTHORIZATION :

COST LIMIT :

ORDER DATE: April 5, 1999

ORDER TIME: 10:09 AM

ORDER NO. : 193435-005

CUSTOMER NO: 7175428

CUSTOMER: Ms. Patricia R. Skalny

Hackney & Miller, P.A.

Suite 505

4400 PGA Blvd.

Palm Beach Gard, FL 33410

DOMESTIC AMENDMENT FILING

NAME:

JRB MARKETING OF SOUTH FLORIDA

INC.

EFFICTIVE DATE:

XX____ ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

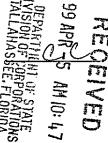
___ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

JRB MARKETING OF SOUTH FLORIDA, IN

I. The following provisions of the Articles of Incorporation of JRB Marketing of South Florida, Inc., a Florida corporation, filed in Tallahassee on October 3, 1996, be and they hereby are amended as follows:

Article IV be and it hereby is amended to read as follows:

The total number of shares of which the corporation shall have authority to issue is 50,000,000 shares of Common Stock at \$.001 par value each.

2. The foregoing amendment was adopted by the Sole Stockholder and Director of the Corporation on the 2nd day of April, 1999.

IN WITNESS WHEREOF, the undersigned President & Secretary of the Corporation has executed this Article of Amendment this 2nd day of April 1999.

JRB MARKETING OF SOUTH FLORIDA, INC.

R. Bergmann, President and Secretary

STATE OF FLORIDA COUNTY OF PALM BEACH

day of APNIL, 1999, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Joseph R. Bergmann to me know to be the person whose name is subscribed to within this instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public - State of Florida

My commission expires:

GAIL M SCHEEL NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC582057