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99 APR -5 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 193435 7175428
AUTHORIZATION : *Patricia Puyith*
COST LIMIT : \$ 43.75

ORDER DATE : April 5, 1999
ORDER TIME : 10:09 AM
ORDER NO. : 193435-005
CUSTOMER NO: 7175428

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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.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

Amend.
4-5-99
RECEIVED
99 APR -5 AM 10:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
JRB MARKETING OF SOUTH FLORIDA, INC.

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1. 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.

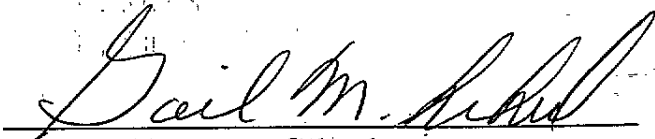
JRB MARKETING OF SOUTH FLORIDA, INC.


Joseph R. Bergmann, President and Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 2nd day of APRIL, 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:

