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FLORIDA DIVISION OF CORPORATIONS

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FROM: RUTHERFORD, MULHALL & WARGO, P.A.
075753002301

ACCT#:

CONTACT: KATHLEEN M GOODRICH
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NAME: BERKE, DURANT & ASSOCIATES, INC.

AUDIT NUMBER.....H97000003631

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

BERKE, DURANT & ASSOCIATES, INC.
20913 ST ANDREWS BLVD.
SUITE 40
BOCA RATON, FL 33431

SUBJECT: BERKE, DURANT & ASSOCIATES, INC.
Ref. Number: P96000093981

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt

FAX Aud. #: H97000003631

Corporate Specialist

Letter Number: 797A00010852

Fax Audit Number: H97000003631

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SECRET
FALL 1997
FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BERKE, DURANT & ASSOCIATES, INC.

Michael Berke, the undersigned, being the sole Director and Shareholder of BERKE, DURANT & ASSOCIATES, INC., a corporation duly organized and existing under the laws of the State of Florida (the "Corporation"), having executed the Waiver of Notice pursuant to Section 607.0706 and 607.0823, Florida Statutes, and having further executed a Written Consent In Lieu Of Special Meeting Of The Board Of Directors And Shareholders pursuant to Sections 607.0704 and 607.0821, Florida Statutes, does hereby adopt the following Articles of Amendment pursuant to Section 607.1006, Florida Statutes:

1. The name of the corporation is BERKE, DURANT & ASSOCIATES, INC. (the "Corporation").

2. ARTICLE III of the Articles of Incorporation of the Corporation is amended to read as follows:

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 Class A voting common shares at \$1.00 par value and 90,000 Class B non-voting common shares at \$1.00 par value.

3. ARTICLE IV of the Articles of Incorporation of the Corporation is amended to read as follows:

The street address of the Corporation shall be 2600 N. Military Trail, Suite 410, Boca Raton, FL 33431.

4. ARTICLE V of the Articles of Incorporation of the Corporation is amended to read as follows:

Prepared By:
MARK L. NOWAK, ESQ.
FLORIDA BAR NO. 0699985
2600 N. Military Trail
Fourth Floor
Boca Raton, FL 33431
(561) 241-1600

Fax Audit No. H97000003631

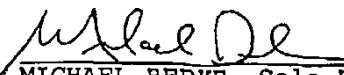
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The number of directors constituting the Board of Directors of the Corporation is hereby increased to three (3).

5. This Amendment was adopted by Unanimous Written Consent In Lieu of Special Meeting Of The Board Of Directors And Shareholders of the Corporation on January 2, 1997, pursuant to Sections 607.0704 and 607.0821, Florida Statutes.

The undersigned Sole Director and Sole Shareholder has executed these Articles of Amendment on this 2nd day of January, 1997.

(SEAL)



MICHAEL BERKE, Sole Director and
Sole Shareholder

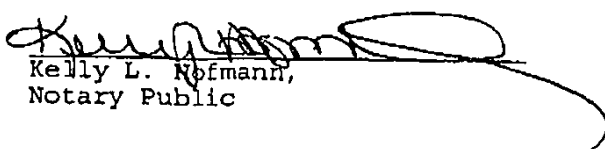
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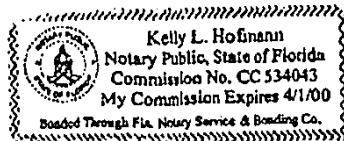
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STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgments, personally appeared MICHAEL BERKE to me known to be the person described in and who executed the foregoing ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BERKE, DURANT & ASSOCIATES, INC., and he acknowledged before me that he subscribed to these ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BERKE, DURANT & ASSOCIATES, INC.

WITNESS my hand and official seal in the County and State named above, this 2nd day of January, 1997.


Kelly L. Hofmann,
Notary Public

Fax Audit Number: H97000003631

RUTHERFORD, MULHALL & WARGO
PROFESSIONAL ASSOCIATION

Fax Audit Number: H97000003631

CERTIFICATE OF THE SECRETARY
OF
THE BOARD OF DIRECTORS
OF
BERKE, DURANT & ASSOCIATES, INC.

I, MICHAEL BERKE, the Secretary of the Board of Directors of
BERKE, DURANT & ASSOCIATES, INC., a corporation organized and
existing under the laws of the State of Florida ("Corporation"),

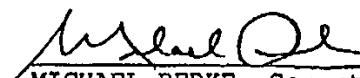
DO HEREBY CERTIFY THAT:

1. The attached is a true and correct copy of the ARTICLES OF
AMENDMENT TO ARTICLES OF INCORPORATION OF BERKE, DURANT &
ASSOCIATES, INC., filed this day with the Florida Department of
State; and

2. The attached ARTICLES OF AMENDMENT TO ARTICLES OF
INCORPORATION OF BERKE, DURANT & ASSOCIATES, INC., have not been
altered or rescinded and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this
Certificate this 28th day of February, 1997.

(SEAL)


MICHAEL BERKE, Secretary of
the Board of Directors

J:\WORK\KELLY\CORP\BERKE\AMEND.ART

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RUTHERFORD, MULHALL & WARGO
PROFESSIONAL ASSOCIATION