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December 16, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

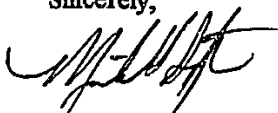
Re: Shabany, Inc.

Dear Sir:

Enclosed please find the original Amendment to Articles of Incorporation of Shabany, Inc. and the Minutes of the Special Meeting of Shareholders. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you have any questions, please contact our office.

Sincerely,



Michelle R. Stephan

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DIVISION OF CORPORATIONS
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AMENDMENT TO ARTICLES OF INCORPORATION

OF

SHABANY, INC.

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WHEREAS, the undersigned, being the sole director and officer of Shabany, Inc., a corporation organized and existing under the laws of the State of Florida, and having its principal office in Winter Park, Florida, does hereby desire to manifest his intention to adopt an Amendment to the Articles of Incorporation of Shabany, Inc., (hereinafter referred to as the "Articles") in the manner hereinafter set forth; and

WHEREAS, the undersigned has executed this document pursuant to the provisions of Section 607.1005 of the Florida Statutes for the purpose of expressing his unanimous intention and consent that the Articles be amended in the manner hereinafter set forth, inasmuch as the Corporation has not yet issued shares.

NOW THEREFORE, the undersigned, does hereby manifest his unanimous intention and consent that the Articles be, and they hereby are, amended as follows:

1. The name of the corporation shall be hereafter known as:

GLOBAL EXCHANGE GROUP, INC.

2. This amendment was adopted December 16, 1996 and shall be effective the date this Amendment is executed.

IN WITNESS WHEREOF, the undersigned, being the sole Director and Officer of Shabany, Inc., has hereunto subscribed his signature this 16 day of December, 1996, and does hereby direct that this Amendment shall be filed with the Secretary of State of Florida to be and become an amendment to the Articles of Incorporation of said corporation.

Signed in the presence of:

D. Hall

SHABANY, INC.

By: A. K. Shabany
Amir K. Shabany
Sole Director and Officer

MINUTES OF A SPECIAL MEETING OF
SHAREHOLDERS OF
SHABANY, INC.

A Special Meeting of the Shareholders of Shabany, Inc. ("Corporation") was held on December 16, 1996.

By signature on the record of the Minutes of this meeting at the end thereof, all of the shareholders waive notice of this meeting and consent and agree that all actions taken at this meeting shall be binding upon each of them and upon the corporation as though notice of this meeting had been given in conformity with the laws of the State of Florida.

The meeting was called to order by Amir K. Shabany, who presided as Chairman of the meeting and acted as Secretary of the meeting.

Upon taking the roll of the Shareholders, the Chairman determined that a quorum was present, and that the meeting was duly organized and open for the transaction of such business as might come before it.

After discussion, upon motion duly made and seconded, the Shareholders unanimously approved the following resolution:

RESOLVED, the name of the corporation shall be hereinafter known as:


GLOBAL EXCHANGE GROUP, INC.

There being no further business, the meeting was adjourned.



Amir K. Shabany, Secretary

The undersigned hereby waive Notice of Meeting at which the foregoing action was taken, and consent thereto to and approve said actions and the foregoing Minutes reflect the same.



Amir K. Shabany, Shareholder