

**P9700000/381**

**LAW OFFICE OF LEE H. SCHILLINGER, P.A.**

EMERALD HILLS EXECUTIVE PLAZA  
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LEE H. SCHILLINGER\*  
JOHN A. BREKKA, JR.†

\* ADMITTED IN  
FLORIDA AND  
NEW YORK

† ADMITTED IN  
FLORIDA AND  
GEORGIA

COMMERCIAL LITIGATION  
SECURITIES LITIGATION  
MUNICIPAL & ZONING

October 10, 1997

Florida Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: Amendment Section

300002319003--3  
-10/13/97--01103--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Florida East Coast Consulting Corp.

Dear Sir or Madam:

Enclosed for filing is the original Articles of Amendment of Florida East Coast Consulting Corp., a copy of the Waiver of Notice of Special Meeting of Directors of Florida East Coast Consulting Corp., a copy of the Minutes of September 2, 1997 Meeting of Directors of Florida East Coast Consulting Corp., a copy of the Minutes of September 2, 1997 Meeting of Shareholders of Florida East Coast Consulting Corp., and East Coast Consulting Corp.'s check in the amount of \$35.00 which represents your filing fee. If you should have any questions, please contact the undersigned at the above number. I thank you for your courtesies in this matter.

Very truly yours,

*John A. Brekka, Jr. /swm*

John A. Brekka, Jr.

JAB:swm  
Enclosures

FILED  
97 OCT 13 AM 8:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
OCT 15 1997

ARTICLES OF AMENDMENT  
OF  
FLORIDA EAST COAST CONSULTING CORP.

FILED  
97 OCT 13 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida statute §607.1001, the Articles of Incorporation of the above named corporation are hereby amended as follows:

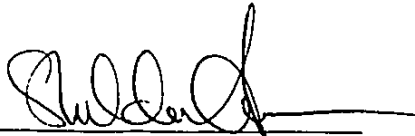
1. Article I is hereby amended to read as follows:

ARTICLE I - NAME

The name of the corporation is: **Florida East Coast, Corp.**

The foregoing amendment of the articles to change the name of the corporation was recommended by the board of directors of the corporation and adopted by the affirmative vote of all of the shareholders entitled to vote on September 2, 1997.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment, this Second (2) day of September 1997.



Sheldon Schorr, as President and Secretary

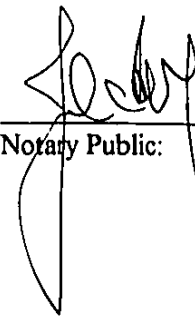
STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this Second (2) day of September 1997 by Sheldon Schorr as President and Secretary of FLORIDA EAST COAST CONSULTING CORP., who is personally known to me, on behalf of the corporation.

Notary Public:

My Commission Expires:



OFFICIAL NOTARY SEAL  
JOHN A. BREKKA JR.  
NOTARY PUBLIC STATE OF  
COMMISSION NO. CC1  
MY COMMISSION EXP. MAR.

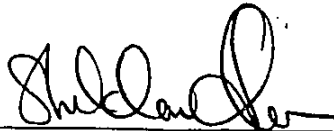
WAIVER OF NOTICE OF  
SPECIAL MEETING OF DIRECTORS  
OF  
FLORIDA EAST COAST CONSULTING CORP.

We, the undersigned, being all of the directors the above named corporation hereby agree and consent that a special meeting of the board be held on the date and at the time and place stated below for the purpose of amending the articles of incorporation to change the name of the corporation to Florida East Coast, Corp. and the transaction there of all such other business as may lawfully come before said meeting and hereby waive all notice of the meeting and any adjournment thereof.

Place of Meeting: 4601 Sheridan St., Suite 202, Hollywood, Fl. 33021

Date of Meeting: 2 day of September 1997

Time of Meeting: 2:00 PM

  
Sheldon Schorr, Director

Dated: 2 day of September 1997

MINUTES OF SEPTEMBER 2, 1997 MEETING OF DIRECTORS  
OF  
FLORIDA EAST COAST CONSULTING CORP.

The Special meeting of directors was held at 4601 Sheridan St., Suite 202, Hollywood, Fl. 33021 on the 2 day of September 1997 at 2:00 o'clock this pm.

The following were present:

Sheldon Schorr

being a quorum and all of the Directors of the corporation.

Sheldon Schorr acting as President, Chairman, and Secretary, then presented and read to the meeting a copy of the proposed Amendment to the Articles of Incorporation of this corporation to change the name of the corporation from FLORIDA EAST COAST CONSULTING CORP. to Florida East Coast, Corp. which was accepted into the records of the corporation as stated.

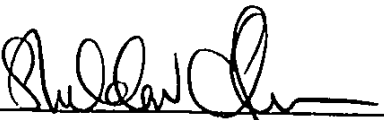
Upon motion duly made, seconded and carried, it was

RESOLVED that the amendment to the articles of incorporation changing the name of the corporation to Florida East Coast, Corp. is hereby recommended to the shareholders for APPROVAL.

FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof and Waiver of Notice of the meeting by the signatories.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

DATED: 2 day of September 1997

  
Sheldon Schorr, Secretary

A true copy of each of the following papers referred to in the foregoing minutes is appended hereto:

September 2, 1997 amendment to the Articles of Incorporation.

MINUTES OF SEPTEMBER 2, 1997  
MEETING OF SHAREHOLDERS  
OF  
FLORIDA EAST COAST CONSULTING CORP.

The Special meeting of shareholders was held at 4601 Sheridan St., Suite 202, Hollywood, Fl. 33021 on the 2 day of September 1997 at 2:30 o'clock this pm.

The following were present:

NAME	ADDRESS	SHARES
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Sheldon Schorr		
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being shareholder of all of the outstanding and issued shares of the corporation.

Sheldon Schorr acting as the sole shareholder of Florida East Coast Consulting Corp, then presented and read to the meeting a copy of the proposed Amendment to the Articles of Incorporation of this corporation to change the name of the corporation from FLORIDA EAST COAST CONSULTING CORP. to Florida East Coast, Corp. which was accepted into the records of the corporation as stated.


Upon motion duly made, seconded and carried, it was

RESOLVED that the amendment to the articles of incorporation changing the name of the corporation to Florida East Coast, Corp. is hereby APPROVED.

FURTHER RESOLVED, that the signing of these minutes shall constitute full ratification thereof and Waiver of Notice of the meeting by the signatories.

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting was adjourned.

DATED: 2 day of September 1997

  
Sheldon Schorr

A true copy of each of the following papers referred to in the foregoing minutes is appended hereto:

September 2, 1997 amendment to the Articles of Incorporation.