

LAW OFFICES
RICHARD WASERSTEIN

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913 NORMANDY DRIVE (71ST STREET)
MIAMI BEACH, FLORIDA 33141

TELEPHONE: (305) 866-4455
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PA70000007359
April 18, 1997

Secretary of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32314

800002153588--7
-04/24/97--01056--001
*****70.00 *****35.00

RE: Resignation of Corporate Officer
ERIGATA PROPERTIES INC. a Florida corporation

Dear Sir/Madam:

Enclosed, please find a duly executed Resignation of Corporate Officer along with the required filing fee of \$70.00.

I have also enclosed a Certificate of Amendment for ERIGATA PROPERTIES INC., to be filed and recorded along with the Resignation of Corporate Officer. I have enclosed a self-addressed stamped envelope for the return of same once it has been processed.

Should you have any questions or comments, please do not hesitate to contact the undersigned

4-24-97

RW:bg

encs.

EIN



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 5, 1997

RICHARD WASERSTEIN
913 NORMANDY DR., 71ST STREET
MIAMI BEACH, FL 33141

SUBJECT: ERIGATA PROPERTIES, INC.
Ref. Number: P97000007359

We have received your document for ERIGATA PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The corporate name must be identical throughout the document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 197A00023326

CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION

of

ERIGATA PROPERTIES, INC.,

A Florida Corporation

Currently, JEANETTE RAJMAN, The President and Secretary respectively of ERIGATA PROPERTIES, Inc., a Florida Corporation, do hereby certify that the following is a true and correct copy of a Resolution duly adopted by the Stockholders and Directors of said corporation, at a meeting and/or a quorum was had and unanimously voted on the 9 day of May of 1997 which Resolution is as follows:

ARTICLE SEVEN

BOARD OF DIRECTORS

This corporation shall have one director. The number of Director may be either increased or decreased from time to time by the By-Laws but shall never be less than one director. The name(s) and address(es) of the Director(s) of this corporation is (are):

PRESIDENT:

ALAN WASERSTEIN

9509 HARDING AVENUE
SURFSIDE, FLORIDA 33154

VICE-PRESIDENT:

ALAN WASERSTEIN

9509 HARDING AVENUE
SURFSIDE, FLORIDA 33154

SECRETARY:

ALAN WASERSTEIN

9509 HARDING AVENUE
SURFSIDE, FLORIDA 33154

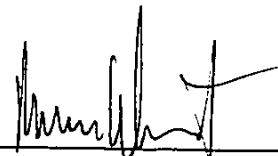
TREASURER:

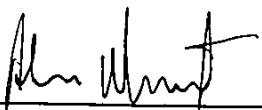
ALAN WASERSTEIN

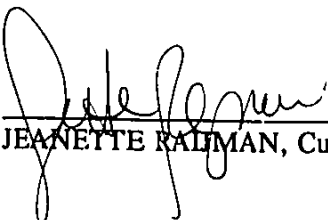
9509 HARDING AVENUE
SURFSIDE, FLORIDA 33154

I further certify that the above Resolution is identical in wording with the Resolution of the Stockholders, and that the foregoing has not been modified nor changed in any way and is, at the time of this Certificate, in full force and effect.

IN WITNESS WHEREOF, we have placed our names and affixed our seal, this 9 day of May, 1997.


_____(Seal)
ALAN WASERSTEIN, President


_____(Seal)
ALAN WASERSTEIN, Secretary


_____(Seal)
JEANETTE RALIMAN, Currently, President