

P97000014305

March 06, 1997

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
32314

200002108742--2
-03/10/97--01118--001
*****35.00 *****35.00

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Amendment to Articles of Incorporation.

Also find enclosed a check made payable to the Secretary of State towards the fee for same.

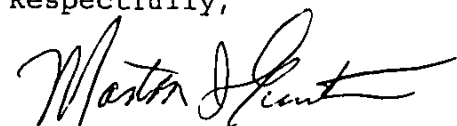
Your assistance in adding the Director, as amended is much appreciated.

Upon validation kindly return all documents to

Paralegal Associates
6300 W. Atlantic Blvd.
Margate, Florida 33063.

Kindly call at 1-954-698-6385 and speak with Mr. Fazal Khan if there is a question or problem.

Respectfully,



MARTIN EISENSTEIN

SH 3/13

FILED
97 MAR 10 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RACE TRACK AUTO BROKERS, INC.

FILED
97 MAR 10 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statute Section 607.1006, the above named Corporation adopts the following articles of amendment to its articles of incorporations:

FIRST: Amendment adopted:

RESOLVED that JACKIE RUDNICK, resident of 2015 Coral Ridge Drive, #108, Coral Springs, FL 33071, shall be an officer in the capacity of a member of the Corporation's Board of Directors, effective immediately.

RESOLVED that MARTIN EISENSTEIN shall remain the President, Director and the Registered Agent of this Corporation.

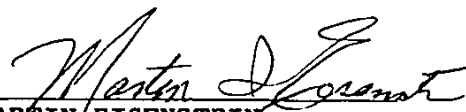
SECOND: No shares of **RACE TRACK AUTO BROKERS, INC.**, have been issued.

THIRD: The date of each amendment's adoption is 03/06/1997.

FOURTH: The foregoing Amendment was adopted by the unanimous consent of the incorporators without Shareholder action and Shareholder action was not required.


This action was taken on March 06, 1997.

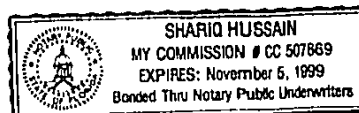
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment to Articles of Incorporation of **RACE TRACK AUTO BROKERS, INC.** this 6th day of **MARCH**, 1997.


MARTIN EISENSTEIN
President / Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of March 1997, by MARTIN EISENSTEIN, as President of **RACE TRACK AUTO BROKERS, INC.**, a Florida corporation, on behalf of the corporation. He has produced her Florida Driver's License as identification and did not take an oath.


Notary Public
My Commission Expires



P97000014370

March 19, 1997

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

Re: Beeper Connection Of Boca, Inc.
P97000014370

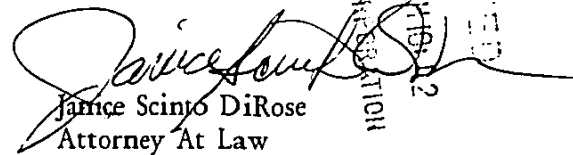
Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

- | | | |
|----|---------------------------|---------------------------|
| 1. | Current Address on file: | New Address: |
| | 11137 Landsman Street | 7114 South Military Trail |
| | Boca Raton, Florida 33428 | Lake Worth, Florida 33463 |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,


Janice Scinto DiRose
Attorney At Law

LET.ADD