GERALD W. PLETAN ATTORNEY AT LAW

MM 25

BANNET BUILDING SUMMERLAND REY, FL (305) 744-3399

FASCIMILE:

June 8, 1999

305-744-0222

MAIL TO:

Secretary of State

Division of Corporations

POB 420008 POB 6327

Summerland Key Florida 33042

Tallahassee, FL 32314

Re: Walton Lane, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for the corporation referenced above, along with two copies and a check in the amount \$35.00. Please execute the Articles of Amendment to Articles of Incorporation and return the appropriate copy to this office.

If you should have any questions concerning this matter, please do not hesitate to contact this office. Your cooperation is greatly appreciated.

Sincerely,

Gerald W. Pletan, Esquire

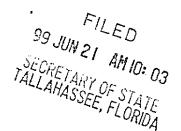
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Amend

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



WHALTON LANE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article II:

The principal office shall be located at 25000 Overseas Hwy., Summerland Key, FL 33042.

Article VI:

Charles Krumel shall no longer be a director. Linda Krumel shall no longer be a director. Peter Rosasco shall be President and Secretary.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: June 15/1989
FOURTE	A: Adoption of Amendment(s) (check one)
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitiled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
0	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Sig	Signed this / day of TCME, 1999, gnature (By the Chairman or Vice Chairman for the Board of Disectors, President or other officer if adopted by the shareholders)
	OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)
	Fres,
	Title