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All Dade Closing Services, Inc.
9260 S.W. 72nd Street
Suite 218
Miami, Florida 33173

City/State/Zip Phone #

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*****43.75 *****43.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #)
- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

N.C.
1-21-99

Examiner's Initials **CC**

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Law Office of Fabian & Associates, P.A.
(present name)

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 1 is hereby amended to read as follows:
Rafael Fabian, P.A.

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:

99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 14 AM 8:46
FILED

THIRD: The date of each amendment's adoption: January 6, 1999

FOURTH: Adoption of Amendment(s) (CHECK ONE)

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.

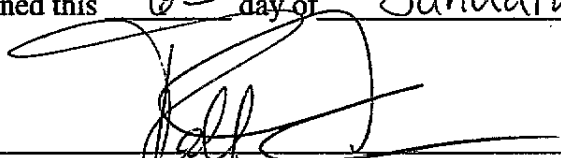
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- 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.

Signed this 6th day of January, 19 99.

Signature



(By the Chairman or Vice Chairman of the Board of Directors, 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)

RAFAEL FABIAN

Typed or printed name

President

Title

Signed, sealed and delivered in our presence:

[Handwritten signature]
Zulema Capestany
[Handwritten signature]
Humberto Olivera

[Handwritten signature]
RAFAEL FABIAN, PRESIDENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by RAFAEL FABIAN

[Handwritten signature]
Notary Public - State of Florida

Personally Known OR Produced Identification
Type of Identification Produced _____
(SEAL)

OFFICIAL NOTARY SEAL
ZULEMA CAPESTANY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC483738
MY COMMISSION EXP. JULY 25, 1999

Prepared by and return to:
Rafael Fabian
Law Offices of Fabian & Associates, P.A.
9260 SW 72nd Street Suite 218
Miami, Florida 33173

Corporate Resolution

IT IS HEREBY CERTIFIED, that the undersigned is currently the only officer existing for **All Dade Closing Services, Inc.**, a Florida Corporation, (hereinafter referred to as the Corporation"), and that the following is a true copy of a resolution duly adopted by the Board of Directors of the Corporation on the 6th day of January, 1999, at a special meeting of the Board of Directors of the Corporation, as its principal place of business in Miami, Miami-Dade County, Florida, at which meeting a majority of the Directors of the Corporation were personally present and attending, and further that such resolution is in conformity with the Articles of Incorporation and By-Laws of the Corporation and is in full force and effect on the date hereof, and has not been modified or rescinded:

BE IT RESOLVED by the Board of Directors of **All Dade Closing Services, Inc.**, as follows:

RESOLVED, the board of directors of **All Dade Closing Services, Inc.**, accepts the resignation of officer Rafael Fabian as President and Director of the Corporation and further approves his removal as officer of the Corporation, which shall be appended to the minutes of this meeting by the secretary of the corporation;

FURTHER RESOLVED, that the undersigned, as the only existing officer of the Corporation, hereby appoints Mario Fabian of 8844 S.W. 72nd Street, I-156, Miami, Florida 33173 as the newly appointed and elected President of the Corporation

FURTHER RESOLVED, that the undersigned, as the only existing officer of the Corporation is authorized to execute such documents as are necessary to complete the resignation and replacement of officer, without further authorization of this board;

FURTHER RESOLVED, the president of this corporation is directed to present this resolution to the shareholders of the corporation at a special meeting of the shareholders called for that purpose;

FURTHER RESOLVED, the secretary of the corporation is directed to prepare such certified copies of this resolution as may be required.

IN WITNESS WHEREOF, I have hereunto set my hand and seals as Director/President of **The Rockbrand Investment Group, Inc.**, and affixed the corporate seal of the Corporation hereto this 6th day of January, 1999.