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May 26, 1999

Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

000002891500--7
-06/01/99--01140--001
*****35.00 *****35.00

Dear Sir:

Re: Article of Amendment
Briccone Incorporated

Enclosed please find original Articles of Amendment, copy of same, check in the amount of \$35.00 made payable to Secretary of State and a self addressed stamped envelope.

Please file the original Articles of Amendment and return a stamped confirmation on the copy of the self same Articles of Amendment.

*Amend
6-8-99
MS*

Sincerely,

M. Jeffrey St. George

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN - 1 AM 10: 22

FILED

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF BRICCONE INCORPORATED**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Article of Amendment to its Articles of Incorporation:

I. That certain Article IV of the original Articles of Incorporation is hereby amended to read as follows:

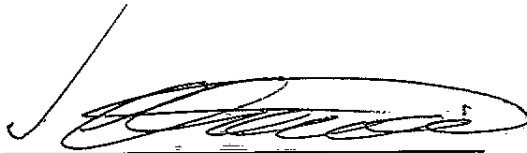
ARTICLE IV-CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

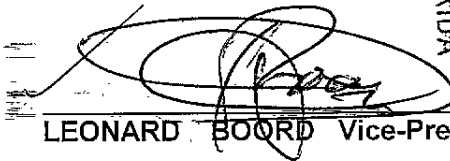
II. The date of the amendment's adoption is May 24, 1999.

III. The amendment was approved by the 100% vote of existing shareholders.

Signed this 24 day of May, 1999.



CLAUDIO GIORDANO President



LEONARD BOORD Vice-President

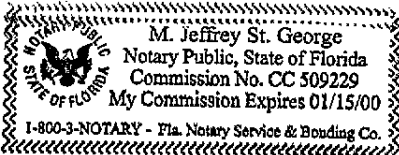
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
99 JUN - 1 AM 10: 22

FILED

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared, **CLAUDIO GIORDANO, President and LEONARD BOORD, Vice-President of BRICCONE INCORPORATED**, a Florida Corporation, who being first duly cautioned and sworn, depose and say that the foregoing instrument is true and correct to the affiants' best knowledge and belief and have executed the same for the purposes stated therein.

SWORN AND SUBSCRIBED before me this 24 day of May, 1999.



NOTARY PUBLIC
Print Name: _____
____ Personally Known _____ Proper J. D. Shown
Type of I.D. Shown _____