.1/17/97

ELECTRONIC FILING COVER SHEET

(((H97000019067 2)))

:0: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

TROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

MAME: CLIFF PROPERTIES, INC.

AUDIT NUMBER..... H97000019067 DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES....

DEL.METHOD.. FAX

CERT. COPIES.....0

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FERENU. **

INTER SELECTION RAND < CR>: Melp F1 Option Menu F2

NUM CAPS Connect: 00:04:45

P.01/03

EMPIRE CORPORATE KIT

25:60 7691-71-VON

1197000019067

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF CLIFF PROPERTIES, INC.

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

FIRST: Amendment(s) adopted:

CLIFFORD TROUP resigned as Director.

SECOND: The date of each amendment's adoption: November 13, 1997.

THIRD: Adoption of Amendment(s) (check one)

- X The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.
- 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)

This instrument prepared by:
Louis J. Terminello, Esq.
CHADROFF, TERMINELLO & TERMINELLO
2700 SW 37th Avenue
Miami, FL 33133
Tel: (205) 444 5002

Tel: (305) 444-5002 Florida Bar No. 872547

H970000 19067

P. 02/03

Star Mo. 3.

447000019067

Signed this 13 day of November, 1997.

CLIFF PROPERTIES, INC. Name of Corporation

WORRELL TROUP, Director

(Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

(Typed or Printed)

H97000019067