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ACCOUNT NO. : 072100000032
REFERENCE : 722534 5030952
AUTHORIZATION :
COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 1:00

ORDER DATE : February 27, 1998

ORDER TIME : 10:14 AM

ORDER NO. : 722534-005

CUSTOMER NO: 5030952

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-02/27/98--01050--005
*****87.50 *****87.50

CUSTOMER: Andrea Mackson, Esq
Phillips Eisinger & Koss,
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC AMENDMENT FILING

NAME: PUFF, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: CC

Amend + M.C.
2-27-98

RECEIVED
98 FEB 27 AM 11:45
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
OF
PUFF, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 27 PM 1:00

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, PUFF, INC. (the "Corporation"), hereby adopts the following Articles Amendment:

1. The name of the Corporation is PUFF, INC.
2. ARTICLE I - CORPORATE NAME of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as follows:

ARTICLE I - NAME

The name of the Corporation is STRATEGIC ALLIANCE PARTNERS CORP.

3. ARTICLE VI - PRINCIPAL OFFICE OF BUSINESS of the Articles of Incorporation of the Corporation is hereby amended so as henceforth to read as follows:

ARTICLE VI - PRINCIPAL OFFICE OF BUSINESS

The principal place of business of this Corporation is: 2010 N.E. 197th Terrace, North Miami Beach, Florida 33179.

4. The date of adoption of the aforesaid amendment was as of February 26, 1998.

5. The said number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

STRATEGIC ALLIANCE PARTNERS CORP.,
f/k/a PUFF, INC.

By: Gary A. Barron
Gary A. Barron, President and Director

**WRITTEN CONSENT OF THE INCORPORATOR, DIRECTOR
AND SHAREHOLDER OF PUFF, INC.**

(Pursuant to §§607.134 and 607.181(3) of the Florida General Corporation Act)

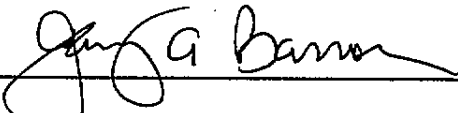
THE UNDERSIGNED, being the Incorporator, Director and Shareholder of PUFF INC., (the "Corporation"), do hereby adopt the following resolution as and for the resolution of the Corporation. The resolution shall be deemed adopted as if adopted at a duly held meeting of the Board of Directors and shareholders of the Corporation, effected as of the date set forth below:

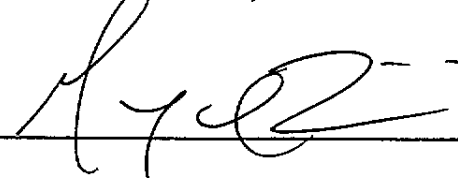
RESOLVED, that the Articles of Incorporation of the Corporation shall be amended to change the corporate name from PUFF, INC. to STRATEGIC ALLIANCE PARTNERS CORP., and that Articles of Amendment be filed with the Secretary of State to effectuate the name change; and

FURTHER RESOLVED, that the Articles of Incorporation of the Corporation shall be amended to change the principal place of business of the Corporation from 4000 Hollywood Boulevard, Suite 265-S, Hollywood, Florida 33021 to 2010 N.E. 197th Terrace, North Miami Beach, Florida 33179, and that Articles of Amendment be filed with the Secretary of State to effectuate the name change.

DATED the 26th day of February, 1998.

STRATEGIC ALLIANCE PARTNERS CORP.

By: 
GARY A. BARRON, Director and Shareholder

By: 
GARY S. PHILLIPS, Incorporator