

Antonio Faga
Counselor at Law

P97000054594

375 Twelfth Avenue South
Naples, Florida 34102
941-403-9500
Fax 941-403-9505

May 12, 1998

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/14/98--01087--017
*****35.00 *****35.00

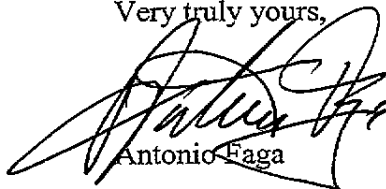
RE: Land Asset Group, Inc.
P97000054594

Dear Sir or Madam:

Please file the enclosed Articles of Amendment to Articles of Incorporation for the above referenced corporation. A check in the amount of \$35.00 is enclosed for the filing fee.

Thank you for your attention to this matter.

Very truly yours,


Antonio Faga

AF:ts
Enclosures

FILED
98 MAY 27 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c & Amend

Joe 5/28

Admitted in New York
85 Hopper Street
Utica, New York 13501
315-797-6990
Fax 315-797-5380



COPY

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 20, 1998

ANTONIO FAGA
375 TWELFTH AVENUE SOUTH
NAPLES, FL 34102

SUBJECT: LAND ASSETS GROUP, INC.
Ref. Number: P97000054594

We have received your document for LAND ASSETS GROUP, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 498A00028292

RECEIVED
98 MAY 27 AM 8:04
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
LAND ASSET GROUP, INC.

FILED
98 MAY 27 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Article I - Name: The name of the corporation is hereby amended as follows:

LAND ACQUISITION, INC.

Article V -Registered Office and Agent: The principal office and mailing address of the corporation is amended as follows:

**800 Seagate Drive, #301
Naples, FL 34103**

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 the amendment's adoption is **January 2, 1998.**

FOURTH: Adoption of Amendment(s)

 X The amendment(s) was approved by the shareholders. The number of votes cast for the amendment(s) was sufficient for approval.

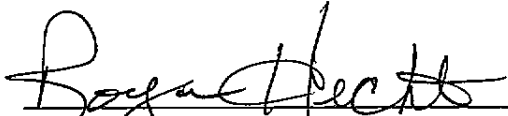
 The amendment(s) was approved by the shareholders through voting groups .

“The number of votes cast for the amendment(s) was/were sufficient for approval by_____.”

 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 2nd day of January, 1998.



ROGER HECHT, President