

997000063044

ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS
2033 MAIN STREET, SUITE 101
SARASOTA, FLORIDA 34237
FACSIMILE (941) 366-5263
TELEPHONE (941) 366-5707

TAMPA TELEPHONE
(813) 221-2100

J. GEOFFREY PFLUGNER

REPLY TO:
P.O. BOX 4195
SARASOTA, FLORIDA 34230

AUGUST 20, 1997

500002274865--6
-08/22/97--01070--003
*****35.00 *****35.00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. Box 5588
TALLAHASSEE, FLORIDA 32310

RE: NAME CHANGE AMENDMENT
ICORR DEVELOPMENT, INC.

DEAR SIR/MADAM:

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE COPY OF THE CERTIFICATE OF AMENDMENT AND JOINT ACTION OF BOARD OF DIRECTORS AND SHAREHOLDERS CHANGING THE NAME FROM ICORR DEVELOPMENT INC. TO PLAZA DE FLORES CONSULTANTS INC. ALSO ENCLOSED IS OUR CHECK IN THE AMOUNT OF \$35.00 TO COVER THE COST OF FILING.

PLEASE RETURN TO US ONE COPY OF THE FILED AMENDMENT. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CONTACT OUR OFFICE.

VERY TRULY YOURS,
ICARD, MERRILL, CULLIS, TIMM,
FUREN & GINSBURG, P.A.

BY: Tami D. Toms
TAMI D. TOMS, LEGAL ASSISTANT TO
J. GEOFFREY PFLUGNER

JGP/TDT

FILED
97 AUG 22 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JGP
8/29

Amend

CERTIFICATE OF AMENDMENT OF
ICORR DEVELOPMENT, INC.

FILED
97 AUG 22 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNDER CHAPTER 607 OF THE LAW OF THE STATE OF FLORIDA, THE UNDERSIGNED DESIRING TO CHANGE THE CERTIFICATE OF INCORPORATION OF ICORR DEVELOPMENT, INC. FOR THE PURPOSE OF CHANGING THE NAME OF THE CORPORATION DOES HEREBY CERTIFY:

THE NAME OF THE CORPORATION IS ICORR DEVELOPMENT INC. AND THE CORPORATION WAS FORMED UNDER ICORR DEVELOPMENT, INC. AS OF JULY 21, 1997;

THE CERTIFICATE OF INCORPORATION WAS FILED WITH THE SECRETARY OF STATE ON JULY 21, 1997;

THE CERTIFICATE OF INCORPORATION IS AMENDED TO CHANGE THE NAME OF THE CORPORATION TO PLAZA DE FLORES CONSULTANTS INC., AND;

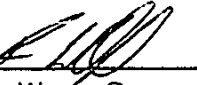
THE AMENDMENT TO THE CERTIFICATE OF INCORPORATION WAS AUTHORIZED BY JOINT DIRECTOR AND SHAREHOLDER ACTION PURSUANT TO FLORIDA STATUTE SECTIONS 607.0821 AND 607.0704 BY ALL OF THE DIRECTORS AND SHAREHOLDERS.

IN WITNESS WHEREOF, THE CERTIFICATE HAS BEEN SUBSCRIBED TO THIS 29TH DAY OF JULY, 1997 BY THE UNDERSIGNED WHO AFFIRM THAT THE STATEMENTS MADE HEREIN ARE TRUE UNDER THE PENALTIES OF PERJURY.

ICORR DEVELOPMENT INC.

By: 

RON H. WOLF, PRESIDENT

By: 

RON H. WOLF, SECRETARY

ICORR DEVELOPMENT, INC.

JOINT ACTION OF
BOARD OF DIRECTORS AND SHAREHOLDERS
WITHOUT A MEETING

DATE: JULY 29, 1997

RE: JOINT ACTION OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF THE
CORPORATION PURSUANT TO FLORIDA STATUTE SECTION 607.082 1 AND
607.0704.

THE BOARD OF DIRECTORS AND ALL OF THE SHAREHOLDERS OF THIS CORPORATION
HEREBY TAKE JOINT ACTION PURSUANT TO FLORIDA STATUTE SECTIONS 607.082 1 AND
607.0704 TO AMEND THE ARTICLES OF INCORPORATION OF ICORR DEVELOPMENT, INC.
TO CHANGE ARTICLE I, NAME.

RESOLVED THAT THE ARTICLES OF INCORPORATION OF ICORR DEVELOPMENT, INC.
ARE HEREBY AMENDED AS TO THE NAME TO READ AS FOLLOWS:

ARTICLE I, NAME

THE NAME OF THE CORPORATION SHALL BE PLAZA DE FLORES CONSULTANTS
INC.



RON H. WOLF, SOLE DIRECTOR

ICORR PROPERTIES INTERNATIONAL INC.
A DELAWARE CORPORATION

BY: 

RON H. WOLF AS PRESIDENT
SOLE SHAREHOLDER