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8/14/97

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JOHNNY C. RODRIGUEZ~~

PHONE: (305)672-0686

FAX #: (305)672-9110

Luis

NAME: ARCHER FANTIS INC.

AUDIT NUMBER.....H97000013374

DCC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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DIVISION OF CORPORATIONS

*Amendment
8/15/97
DC*

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

8/14/97

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

ARCHER FANTIS INC.
C/O 200 SOUTH BISCAYNE BLVD, 20TH FLOOR
MIAMI, FL 33131

SUBJECT: ARCHER FANTIS INC.
REF: P97000063055

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: 897000013374
Letter Number: 897A00041428

Thanks.

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

H97000013374

ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is: Archer Fantis Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article IV of the Articles of Incorporation is amended to read as follows:

The name of each member of the Corporation's Board of Directors is:

Mark Artis
Barbara Fancher

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on July 23, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Archer Fantis Inc.

By: 

Print Name: Richard A. Wood

Print Title: Director, Chairman of the Board

Date: 8/14/97

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CLERK OF COURT
TALLAHASSEE, FLORIDA

Richard A. Wood | FL Bar Member 657093
Keith, Mack, Lewis, et al
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131
305-358-7805

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