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FILED

99 SEP 17 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 13, 1999

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-09/17/99-01052-015

\*\*\*\*\*35.00 \*\*\*\*\*35.00

Department of State  
Corporate Records/  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida  
32314

Dear Secretary of State:

Enclosed find one original and a copy of the Articles of Amendment to Articles of Incorporation of THE PLEASURE ZONE OF BROWARD, INC.

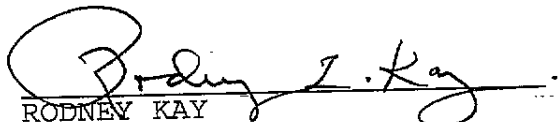
Also find enclosed a check made payable to the Secretary of State towards the filing fee for the said amendment. Your assistance in registering the amendment of the Articles of the corporation is much appreciated.

Upon validation kindly mail the amended Articles to:

Paralegal Associates  
6878 W. Atlantic Blvd.  
Margate, Florida 33063.

Kindly phone at 1-954-491-3412 and speak with Mr. Shariq Hussain if there is a question or problem.

Respectfully,

  
RODNEY KAY

Amend  
9-23-99  
MS

ARTICLES OF AMENDMENT  
TO  
ARTICLE OF INCORPORATION  
OF  
THE PLEASURE ZONE OF BROWARD, INC.

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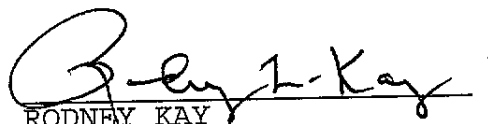
Pursuant to the provisions of Florida Statute Section 607.1006, the above named Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amended adopted:

RESOLVED that LAURENCE ARNSTEIN shall no longer be an officer of this Corporation, in any capacity whatsoever;

SECOND: RESOLVED that RODNEY KAY shall be the President, Registered Agent and Director of this Corporation, and the address of this Corporation and Registered office shall remain the same and unchanged, 480 South Cypress Road, Pompano Beach, FL 33060.

I RODNEY KAY hereby declare I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

  
RODNEY KAY

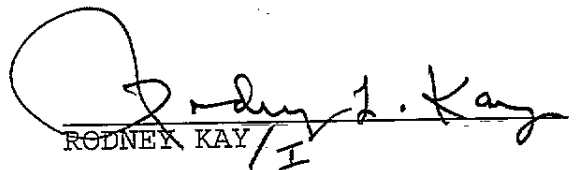
THIRD: No shares of THE PLEASURE ZONE OF BROWARD, INC  
has been issued.

FOURTH: The date of each amendment's adoption is 7/13/99.

FIFTH: The foregoing Amendment was adopted by the  
unanimous consent of the incorporator without  
Shareholder action, as Shareholders action  
was not required.

This action was taken on July 13, 1999,

IN WITNESS WHEREOF, I, the undersigned have executed  
these Articles of Amendment to the Articles of Incorporation of  
THE PLEASURE ZONE OF BROWARD, INC, this 13th day of July, 1999,

  
RODNEY KAY / I

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this  
13th day of July 1999, by Rodney Kay, as incorporator of THE  
PLEASURE ZONE OF BROWARD, INC., a Florida Corporation, on behalf  
of the Corporation.

  
NOTARY PUBLIC  
My Commission Expires:

*PERSONALLY Known to me.*

