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BASIC AMENDMENT  
ELITE BRICKELL, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 27, 1999

ELITE BRICKELL, INC.  
185 SE 14 TERR  
#2407  
MIAMI, FL 33131

SUBJECT: ELITE BRICKELL, INC.  
REF: P97000088316

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Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000016666  
Letter Number: 399A00038136



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 8, 1999

ELITE BRICKELL, INC.  
185 SE 14 TERR  
#2407  
MIAMI, FL 33131

SUBJECT: ELITE BRICKELL, INC.  
REF: P97000088316

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.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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Darlene Connell  
Corporate Specialist

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TALLAHASSEE FLORIDA

CERTIFICATE OF  
AMENDMENT OF ARTICLES OF INCORPORATION  
OF  
ELITE BRICKELL, INC.

The undersigned director of Elite Brickell, Inc., Corporation organized under the laws of the State of Florida certify that:

1. Amendment adopted: Article I - Name - The name of the Corporation is amended to Elite Financing, Inc.
2. The date of the adoption of the above amendment is Friday, June 11, 1999. To date no shares have been issued, therefore no Shareholder's consent is needed.
3. The undersigned is the director of the Corporation. The amendment was approved by the directors. The number of votes cast for the amendment were sufficient for approval.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 11<sup>th</sup> day of June, 1999.

Leo Ickowicz  
Leo Ickowicz, Director

SWORN TO AND SUBSCRIBED before me this 11<sup>th</sup> day of June, 1999 by Leo Ickowicz, the Director of the Corporation above described, personally known to me, and who took an oath.

[Signature]  
Notary Public



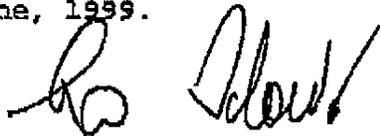
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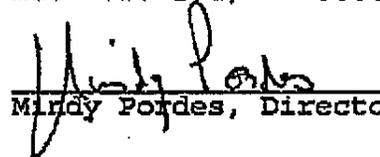
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CONSENT ACTION OF THE DIRECTORS  
OF ELITE BRICKELL, INC.

The undersigned, being the Directors of Elite Brickell, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and directs that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect Article I thereof, to read as follows:  
"The name of the Corporation shall be Elite Financing, Inc."

Dated: This 11th day of June, 1999.

  
\_\_\_\_\_  
Leo Ickowicz, Director

  
\_\_\_\_\_  
Mindy Pordes, Director

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