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March 20, 1998

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

100002465861--8
-03/24/98-01016-011
*****35.00 *****35.00

RE: THE GREAT ESTATE SOCIETY, INC.
Charter No. P97000088615

Gentlemen:

Enclosed please find an Amendment to the Articles of Incorporation of the above corporation for filing with the Secretary of State. Further enclosed is our check in the amount of \$35.00 as and for the filing fee.

Thank you for your assistance.

Very truly yours,

Beverly A. Donnelly
Beverly A. Donnelly
Legal Assistant

Enclosures

FILED
98 MAR 24 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

n/c Amend

See
3/25

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

THE GREAT ESTATE SOCIETY, INC.

FILED
98 MAR 24 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE I of the Articles of Incorporation of THE GREAT ESTATE SOCIETY, INC. is amended as follows:

ARTICLE I

The name of the corporation shall be:

THE GREAT ESTATE COLLECTION, INC.

2. The Consent to the foregoing amendment, a copy of which is attached hereto and made a part hereof as Exhibit "A" was adopted by the shareholders of this corporation on March 17, 1998.


IN WITNESS WHEREOF, the undersigned as Vice President of the corporation has executed these Articles of Amendment on March 17, 1998.


Edward D. Popkin
Vice President/Secretary

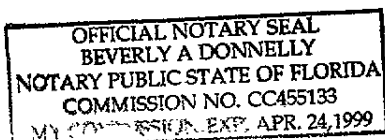
STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Edward D. Popkin, as Vice President of the Great Estate Society, Inc., to me known to be the person described in and who executed the foregoing Amendment to Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 17 day of March, 1998.


NOTARY PUBLIC
BEVERLY A. DONNELLY

My commission expires:



NOTICE OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
THE GREAT ESTATE SOCIETY, INC.

TO ALL OFFICERS AND DIRECTORS OF THE GREAT ESTATE SOCIETY, INC.

NOTICE is hereby given that a Special Meeting of the Stockholders and Board of Directors of THE GREAT ESTATE SOCIETY, INC. will be held on March 17, 1998 at the law offices of Popkin & Shurpin, P. A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431.

Dated: March 17, 1998



Edward D. Popkin
Vice President/Secretary

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
THE GREAT ESTATE SOCIETY, INC.

A special meeting of the officers, directors and stockholders of THE GREAT ESTATE SOCIETY, INC. was held on March 17, 1998 at the law offices of Popkin & Shurpin, P.A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431 at 10:00 A.M.

All officers, directors and shareholders were present at the meeting and Leonard A. Albanese as President presided as Chairman of the meeting, Edward D. Popkin acted as Vice President/Secretary and Michael J. Howell acted as Treasurer.

The President advised that the purpose of the meeting was to change the name of the corporation to THE GREAT ESTATE COLLECTION, INC.

UPON MOTION duly made, seconded and passed, the President and Secretary were authorized to execute all necessary documents to effectuate a change of the name of the corporation to THE GREAT ESTATE COLLECTION, INC.

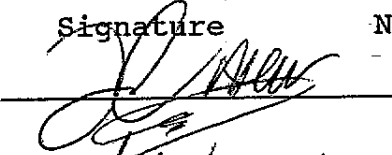
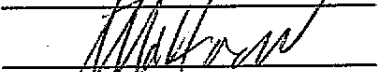



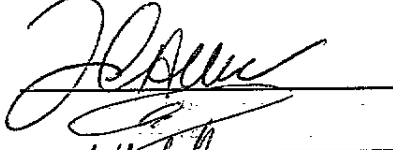
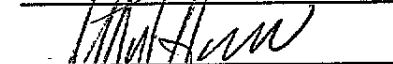
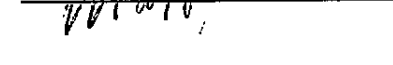
Edward D. Popkin,
Vice President/Secretary

CONSENT TO AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

THE GREAT ESTATE SOCIETY, INC.

The undersigned being all of the directors and all of the stockholders of THE GREAT ESTATE SOCIETY, INC. entitled to vote with respect thereto, and in the case of the stockholders, each being the holder of the number and class of shares set forth opposite his/her name below, hereby authorize, adopt and consent to the following amendment to the Articles of Incorporation: The name of the corporation is changed from THE GREAT ESTATE SOCIETY, INC. to THE GREAT ESTATE COLLECTION, INC.

Name of Stockholder	Signature	No. of Shares	Date
Leonard A. Albanese		50	3/17/98
Edward D. Popkin		50	3/17/98
Michael J. Howell		50	3/17/98

Name of Directors:	Signature	No. of Shares	Date
Leonard A. Albanese		50	3/17/98
Edward D. Popkin		50	3/17/98
Michael J. Howell		50	3/17/98