



THE UNITED STATES
CORPORATION
COMPANY

P97000088615

ACCOUNT NO. : 072100000032

REFERENCE : 947689 80974A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 1, 1998

ORDER TIME : 12:07 PM

ORDER NO. : 947689-005

CUSTOMER NO: 80974A

CUSTOMER: Beverly Donnelly, Legal Asst
Popkin & Shurpin, P.a.
Suite 114
2499 Glades Road
Boca Raton, FL 33431

000002630310--7
-09/01/98--01054--010
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: THE GREAT ESTATE COLLECTION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

FILED
98 SEP -1 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP -1 PM 1:12
DIVISION OF CORPORATION

9/2

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

THE GREAT ESTATE COLLECTION, INC.

FILED
98 SEP -1 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

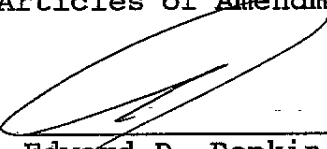
ARTICLE I

The name of the corporation shall be:

THE GRAND 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 August 27, 1998.

IN WITNESS WHEREOF, the undersigned as Vice President of the corporation has executed these Articles of Amendment on August 27, 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 Collection, 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 27 day of August, 1998.


NOTARY PUBLIC

My commission expires:

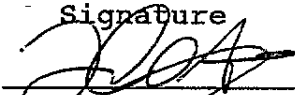
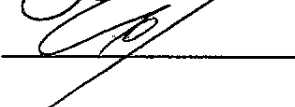
BEVERLY A. DONNELLY

OFFICIAL NOTARY SEAL
BEVERLY A. DONNELLY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC455133
MY COMMISSION EXP. APR. 24, 1999

CONSENT TO AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

THE GREAT ESTATE COLLECTION, INC.

The undersigned being all of the directors and all of the stockholders of THE GREAT ESTATE COLLECTION, 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 COLLECTION, INC. to THE GRAND ESTATE COLLECTION, INC.

Name of Stockholder	Signature	No. of Shares	Date
Leonard A. Albanese		50	8/27/98
Edward D. Popkin		50	8/27/98

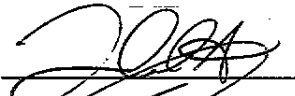
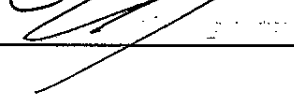
Name of Directors:	Signature	No. of Shares	Date
Leonard A. Albanese		50	8/27/98
Edward D. Popkin		50	8/27/98

EXHIBIT "A"

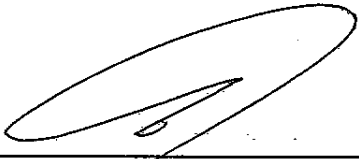
MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
THE GREAT ESTATE COLLECTION, INC.

A special meeting of the officers, directors and stockholders of THE GREAT ESTATE COLLECTION, INC. was held on August 27, 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 Treasurer and Chairman of the meeting, Edward D. Popkin acted as Vice President/Secretary.

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



Edward D. Popkin,
Vice President/Secretary

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

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

NOTICE is hereby given that a Special Meeting of the Stockholders and Board of Directors of THE GREAT ESTATE COLLECTION, INC. will be held on August 27, 1998 at the law offices of Popkin & Shurpin, P. A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431.

Dated: August 27, 1998



Edward D. Popkin
Vice President/Secretary