

P97000096682

825 North Olive Avenue, West Palm Beach, Florida 33401
Telephone: (561) 655-6022 Facsimile: (561) 655-6044

July 15, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

800002593248--6
-07/20/98--01092--005
*****35.00 *****35.00

Re: Articles of Amendment to Morgan Holdings, Inc.

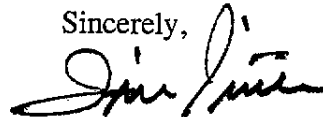
To whom it may concern:

Enclosed please find the Articles of Amendment to Morgan Holdings, Inc., a Florida corporation together with a check in the amount of \$35.00 in payment of the filing fee. Also enclosed is a stamped, self-addressed envelope in the event you need to return confirmation to this office.

If you require any further information, please advise.

With best regards, I remain

Sincerely,


James D. Tittle

JDT/mvs

Encls.

cc: Rod O'Connor

mvs\O'Connor\State.L01

FILED
98 JUL 20 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMRG-21

ARTICLES OF AMENDMENT

TO

MORGAN HOLDINGS, INC., (a Fla. corporation)
(Document No. P97000096682)

AMENDMENT TO CORPORATE OFFICERS:

The Articles of Incorporation of MORGAN HOLDINGS, INC., which were filed on November 13, 1997, effective November 10, 1997, are hereby amended to include the following individual as a corporate officer:

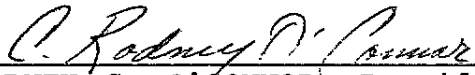
PAMELA F. O'CONNOR - Secretary
Address: 262 Cordova Road, West Palm Beach, FL

The initial officer, Rodney C. O'Connor, shall remain listed as the sole corporate director.

2. The foregoing amendment was adopted by the sole shareholder on the 12th day of June, 1998.

3. By her signature below, Ms. O'Connor accepts the appointment as secretary to this corporation.

IN WITNESS WHEREOF, the undersigned sole officer and director of this corporation has executed these Articles of Amendment this 12th day of June, 1998.

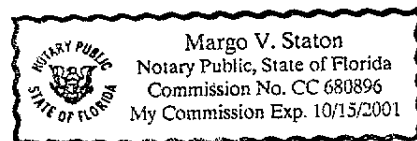

RODNEY C. O'CONNOR, President
and Director

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared RODNEY C. O'CONNOR, personally known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me, after taking an oath, that he executed these Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of June, 1998.


Notary Public, State of Florida



ACCEPTANCE BY PAMELA F. O'CONNOR

I, PAMELA F. O'CONNOR, of 262 Cordova Road, West Palm Beach, Florida, accept the position of officer and secretary to Morgan Holdings, Inc. this 12th day of June, 1998.


PAMELA F. O'CONNOR, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared PAMELA F. O'CONNOR, personally known to me to be the person who executed the foregoing Articles of Amendment and she acknowledged before me, after taking an oath, that she executed these Articles of Amendment for the purpose therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
12 day of June, 1998.


Notary Public, State of Florida

My commission expires:

