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((H98000010389 8))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: GRAND BAY TOWER, INC.

AUDIT NUMBER.....H98000010389

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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6/4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
6-4-98
DC

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((H98000010389 8))

TO: DIVISION OF CORPORATIONS FAX #: (850) 922-4000
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305) 541-3694 FAX #: (305) 541-3770

NAME: GRAND BAY TOWER, INC.
AUDIT NUMBER.....H98000010389
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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 3, 1998

GRAND BAY TOWER, INC.
445 GRAND BAY DRIVE
KEY BISCAYNE, FL 33149

SUBJECT: GRAND BAY TOWER, INC.
REF: P98000002669

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.

The preparer's statement is illegible.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000010389
Letter Number: 298A00031440

3


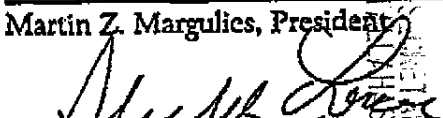
CERTIFICATE OF AMENDMENT
OF
GRAND BAY TOWER, INC.

H980000010389

The undersigned, Martin Z. Margulies, President of Grand Bay Tower, Inc., a corporation organized under the laws of the State of Florida on January 12, 1998, hereby certifies that on March 27, 1998, the Shareholders of the Corporation owning a majority of the outstanding common stock of Grand Bay Tower, Inc. have signed a consent in writing adopting the following amendment to the Certificate of Incorporation. The number of votes-cast in favor of the amendment was sufficient for approval.

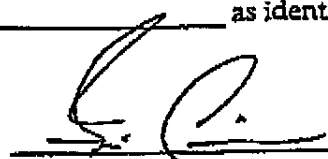
1. ARTICLE III- CAPITAL STOCK. Of the 1,000 Authorized Shares of Capital Stock, fifty (50) will be voting shares and nine hundred fifty (950) will be non-voting shares.
2. Directors of the Corporation have also approved this Amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed this Certificate of Amendment this 27 day of March, 1998.


Martin Z. Margulies, President

Sheldon J. Lowe, Secretary
98 JUN -1 AM 10:46
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

The foregoing instrument was acknowledged before me this 27 day of March, 1998, by Martin Z. Margulies, as President of Grand Bay Tower, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.


Notary Public, State of Florida

Notary Stamp:



THIS DOCUMENT PREPARED BY:
Ronald R. Fieldstone, Esq.
200 S. Biscayne Blvd.
Suite 2100
Miami, FL 33131
(305) 982-1555 / FBNb. 180299

H980000010389

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

H980000010389

The foregoing instrument was acknowledged before me this 27 day of March, 1998, by Sheldon I. Lowe, as Secretary of Grand Bay Tower, Inc., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did take an oath.

Notary Public, State of Florida

Notary Stamp:



IRIS R. CICERO
COMMISSION # CC 710492
EXPIRES JAN 25, 2002
BONDED BY
ATLANTIC BONDING CO., INC.

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