329 Granello Avenue Coral Gables, FL 33146 Telephone 305 461 4400 Telecopier 305 461 4403

P98000008503

United States Registered Agents, Inc.

December 15, 1998

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

600002716256--3 -12/18/98--01003--034 *****35.00 ******35.00

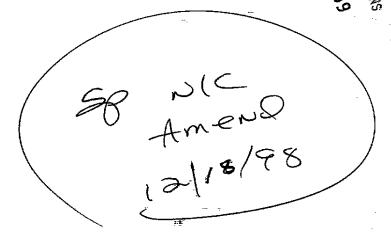
Re: Florida Developers, Inc. - Document # P98000008503

Enclosed is an original and one (1) copy of the Amendment to the Articles of Incorporation for the above-referenced company.

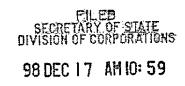
Also enclosed is a check in the amount of \$35 representing the filing fee.

Sincerely,

John L. Hofmann



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF Florida Developers, Inc.



Florida Developers, Inc. a Florida corporation (the "Corporation") hereby certifies to the Department of State of Florida and to all concerned that, effective as of December 15, 1998:

FIRST: The Articles of Incorporation of the Corporation, originally filed on January 26, 1998 under document number P98000008503 have been and are hereby amended to change the name of the Corporation to Flagler Managers, Inc.

SECOND: The foregoing amendment to the Articles of Incorporation of the Corporation as hereinabove set forth has been duly authorized, adopted and approved by the Board of Directors of the Corporation on December 15, 1998, and has been unanimously adopted and approved by the shareholders of Corporation on December 15, 1998.

IN WITNESS WHEREOF, the Corporation has caused these presents to be duly executed on its behalf by its undersigned officers on this 15th day of December, 1998.

Flagler Managers, Inc. f/k/a Florida Developers, Inc.

Ricardo Dunin, President