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LAW OFFICE OF
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 PALM BEACH GARDENS, FL 33410

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
 98 FEB 19 2:09 PM
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials	
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 FEB 19 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Palm American Investments, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Marilyn Bloovol is removed as an officer and director. The initial Board of Directors shall consist of only one person, David Solomon, as President/Treasurer/Secretary.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: 2/13/98

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).]

The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

(continued)

Signed this 13th day of February, 19, 98.

Palm American Investments, Inc.

(Corporation Name)

By

David Solomon
(Chairman or Vice Chairman of the Board of Directors, President or
other officer if adopted by the shareholders)

(A director or incorporator if adopted by the directors or incorporators)

DAVID SOLOMON

(Typed or printed name)

President

(Title)