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NADEL GROUP, P.A. ATTORNEYS AT LAW

Richard D. Nadel †y Andrew E. Pastor Stuart E. Goldenberg * Steven Blumenthal*

* Of Counsel † Also admitted to District of Columbia Bar y Florida Bar Designated in Bankruptcy Until June 1996

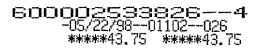
May 20, 1998

Florida Department of State Department of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

RE: Amendment to Articles of Incorporation 4264, Inc. to Principal Partners, Inc.

Our File No.: 98-816031

The Gardens Plaza
3300 PGA Blvd., Suite 970
Palm Beach Gardens, Florida 33410
Telephone: (561) 622-9353
Facsimile: (561) 622-3541



Dear Corporations Representative:

Enclosed please find the Amendment form to change the name of 4264, Inc. to Principal Partners, Inc. Also enclosed is a check in the amount of \$ 43.75 to cover the fee for amendment and a certificate of status.

The contact person for this corporation is: Mr. Tony Napoletano, President and Chairman of the Board of Directors. He may be reached at (561) 776-4804. The mailing address for the corporation is 14255 U.S. Highway One, Suite 230, Juno Beach, FL 33408.

Should you have any questions regarding this matter, please do not hesitate to contact our firm.

Very truly yours,

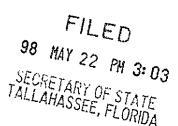
LESLIE J. HEUMANN

Paralegal

enc.

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



4264,	Inc.			
•				
•			•	• • •
	(preser	it name)		

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I. 4264, Inc. shall change to the name of Principal Partners, Inc.

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:

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THIRD: 7	he date of each amendment's adoption: May 14, 1998			
FOURTH:	Adoption of Amendment(s) (CHECK ONE)			
Ū	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			
	action and shareholder action was not required.			
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
	Signed this			
Signature	(By the Chairman or Vice Chairman of the Doard of Directors, President or other officer if adopted by the shareholders)			
OR				
(By a director if adopted by the directors)				
	OR			
	(By an incorporator if adopted by the incorporators)			
	Tony Napoletano			
	President, Chairman of the Board of Directors			
	Title			

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