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"ACCURATE" FILING & SEARCH SERVICES, INC.



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

1. Worldwide Real Estate and Investments, Inc
(Corporation Name) (Document #) Amend
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
 JUL 16 AM 11:24
 TALLAHASSEE, FLORIDA
 98

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SLOW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

COMMON FILINGS	
<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

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

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

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 07/17/98 -- 0001-018
 ***122.50 ***35.00

FILED
 JUL 16 PM 3:58
 DIVISION OF CORPORATION

Examiner's Initials DPK
7/17/98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
98 JUL 16 PM 4: 24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WORLDWIDE REAL ESTATE AND INVESTMENTS, INC.

(present 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)

Amend Article V Officers & Directors as follows:
Delete Richard D. Sands as president, address
2755 South Federal Hgwy. Boynton Beach, Fl.33435
and replace him with Ann M. Sands as new president,
address 2755 South Federal Hgwy. Boynton Beach,
Fl. 33435

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:

THIRD: The date of each amendment's adoption: July 15, 1998


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 WORLDWIDE INVESTMENTS voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder 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 15 day of July, 19 98

Signature 
 (By the Chairman or Vice Chairman of the Board 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)

Ann M. Sands
Typed or printed name

President
Title