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**JOHN H. FISHER, ESQ.**  
*Attorney At Law*

2451 McMullen Booth Road  
CLEARWATER, FLORIDA 33759  
Telephone: (813) 724-0179  
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John H. Fisher, II, Esq.\*

\*Florida Bar Board Certified  
In Health Care Law

May 21, 1998

Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

100002534061--2  
-05/19/98--01002--010  
\*\*\*\*\*10.00 \*\*\*\*\*10.00

Attention: Division of corporations

Re: Amended Articles of Incorporation For  
**International Realty Trust, Inc.**  
(a corporation for profit)

100002534061--2  
-05/22/98--01111--011  
\*\*\*\*\*77.50 \*\*\*\*\*77.50

Gentlemen:

Enclosed herein please find an original and one copy of properly executed Amended Articles of Incorporation for **International Realty Trust, Inc.**, a for profit corporation, for filing. Also, enclosed is our check in the amount of \$80.50, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation	\$35.00
Certified Copy Fee	\$52.50
<b>TOTAL</b>	<b>\$77.50</b>

Please forward the certified copy of the Amended Articles of Incorporation to the undersigned. Thank you for your courteous cooperation.

Sincerely yours,

*[Signature]*  
John H. Fisher II

JHF/rdt  
Enclosures

FILED  
98 MAY 22 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amend.  
6-1-98  
cc

**John H. Fisher, Esquire**

**JOHN H. FISHER, ESQ.**  
*Attorney At Law*

2451 McMullen Booth Road, Suite 234  
**CLEARWATER, FLORIDA 34619**  
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John H. Fisher, II, Esq.\*

\*Florida Bar Board Certified  
In Health Care Law

June 12, 1998

Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Attention: Division of corporations - Cheryl Coulietti

Re: Check For International Realty Trust, Inc.

Dear Cheryl:

Enclosed herein please find a check in the amount of \$10.00 relative to International Realty Trust, Inc. Thank you very much for calling to alert me to the shortage in the check that was originally submitted.

Please forward the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your courteous cooperation.

Sincerely yours,

  
John H. Fisher, II

JHF/rdt  
Enclosures

**John H. Fisher, Esquire**

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
INTERNATIONAL REALTY TRUST, INC.**

**INTERNATIONAL REALTY TRUST, INC.**, a Florida corporation, organized and existing under the laws of the State of Florida, hereby certifies as follows:

The undersigned sole incorporator hereby approves the following amendments to the Articles of Incorporation of the above referenced corporation:

That Article V of the Articles of Incorporation with the Secretary of State of Florida be amended as hereinafter set forth:

**"ARTICLE V  
CAPITAL STOCK**


This Corporation is authorized to issue **One Hundred Million (100,000,000)** shares of common stock with a par value of one cent (\$0.01) per share, which stock shall be designated as the "Common Stock". The Corporation may issue shares of the Common Stock for such consideration as the Board of Directors may from time to time, determine, and all such shares, if and when issued, and upon receipt of such consideration by the Corporation, shall be fully paid and non-assessable."

Pursuant to Florida Statutes Section 607.1005, no shareholder or directors action is required to adopt the above amendment as the corporation has not yet issued any shares.

WHEREUPON, at Clearwater, Florida, this 21st day of May, 1998, the undersigned sole incorporator hereby approves the above amendment, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

**INTERNATIONAL REALTY TRUST, INC.**

By:

  
\_\_\_\_\_  
Carlos Aponte  
Sole incorporator

98 MAY 22 AM 8:39  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA