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LAW OFFICES

THOMAS J. WOOLLEY, JR.

PROFESSIONAL ASSOCIATION

FIRST FINANCIAL PLAZA, SUITE 408

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BOYNTON BEACH, FLORIDA 33435

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November 20, 2000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/27/00--01134--025
*****35.00 *****35.00

Re: The Delray Inn, Inc.

Dear Sir or Madam:

Enclosed kindly find the following:

1. Articles of Amendment to Articles of Incorporation of The Delray Inn, Inc.;
2. Check in the amount of \$35.00 made payable to Secretary of State representing the filing fee; and
3. A copy of the Articles of Amendment together with a return envelope.

Thank you for your assistance in this regard.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/kd

Enclosures

*Amend
hjt*

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT
OF
THE DELRAY INN, INC.

The undersigned corporation, in accordance with the Florida General Corporation Act and its By-Laws, hereby adopts the following Articles of Amendment:

ARTICLE I

The name of the corporation is: THE DELRAY INN, INC.

ARTICLE II

Article I of this corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

"ARTICLE I"

"The name of this corporation is: THE DELRAY CARTEL, INC."

ARTICLE III


The Amendment has been adopted by written consent of all of the Directors and all of the Shareholders of the corporation, pursuant to Section 607.1006, Florida Statutes.

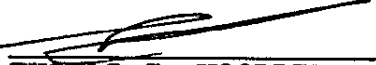
The effective date of such Consent and of this Amendment is as of the date hereof. A copy of such written Consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the corporation on this 20th day of November, 2000.

ATTEST:

THE DELRAY INN, INC.


THOMAS J. WOOLLEY, JR.
Secretary


THOMAS J. WOOLLEY, JR.
President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this
20th day of November, 2000 by THOMAS J. WOOLLEY, JR.,
President and Secretary of THE DELRAY INN, INC., a Florida
corporation, on behalf of the corporation.


NOTARY PUBLIC-STATE OF FLORIDA

My commission expires:



Charlotte M. Hamilton
MY COMMISSION # CC898816 EXPIRES
March 31, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

**UNANIMOUS CONSENT OF SHAREHOLDERS AND DIRECTORS
OF THE DELRAY INN, INC.
IN LIEU OF SPECIAL MEETING**

This Consent shall be in lieu of a special meeting of the Directors and Shareholders of THE DELRAY INN, INC.

The undersigned, being all of the Shareholders and members of the Board of Directors of THE DELRAY INN, INC., acting without meeting pursuant to the Florida General Corporation Act and the By-Laws of the Corporation, does hereby consent to the amendment of Article I of the Articles of Incorporation so as to change the name of the corporation to THE DELRAY CARTEL, INC. and approve and adopt the foregoing Articles of Amendment.

DATED: November 20, 2000.



THOMAS J. WOOLLEY, JR.



MICHAEL C. KLASFELD, Trustee