

JUN. 8. 1998

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COBB & EBIN P.A.

NO. 374

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P98000045454

6/08/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: COBB & EBIN P.A.

ACCT#: 110670000060

CONTACT: DIANE JACOBS

PHONE: (305)377-0223

FAX #: (305)377-0224

NAME: CONSTELLATION CAPITAL, INC.

AUDIT NUMBER.....H98000010632

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1 PAGES..... 2

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DIVISION OF CORPORATIONS

Amendment

6-9-98

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 8, 1998

CONSTELLATION CAPITAL, INC.
C/O KOTTLER CAPITAL GROUP LLC
6001 BROKEN SOUND PARKWAY SUITE 600
BOCA RATON, FL 33487

SUBJECT: CONSTELLATION CAPITAL, INC.
REF: P98000045454

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E98000010632
Letter Number: 298A00032196

H98000010632

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CONSTELLATION CAPITAL, INC.

FILED
98 JUN -9 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FL 32304

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

FIRST: ARTICLE VI (INITIAL DIRECTORS) is hereby amended to change the address of Terry Temescu to read as follows:

904 Forest Glen Lane
Wellington, FL 33414

SECOND: ARTICLE XII (SPECIAL COVENANT) is hereby restated in its entirety to read as follows:

ARTICLE XII
SPECIAL COVENANT

At all times while the Corporation has any outstanding indebtedness or other obligation to Kottler Capital Group LLC, a Delaware limited liability company ("Lender"), the Corporation shall not issue any capital stock, or incur any liability (for indebtedness or otherwise) in excess of \$20,000.00 for any individual obligation or in excess of \$40,000.00 in the aggregate, without the prior written consent of the Lender, and the Lender shall at its option have the right, which may be exercised at any time after default in any obligation of the Corporation to the Lender, to name a majority of the members of the board of directors of the Corporation. This Article XII may not be amended or deleted without prior written consent of the Lender.

Prepared by:

H98000010632

Thomas C. Cobb, Esq.
Cobb & Ebin P.A.
1399 SW First Avenue, Suite 301
Miami, FL 33130
Telephone: (305) 376-2440
Fla. Bar No.: 113517

H98000010632

THIRD: The date of this amendment's adoption: As of the date of its filing with the Secretary of State of Florida, to-wit, June 5, 1998.

FOURTH: This amendment was adopted by the incorporator without shareholder action and shareholder action was not required, as no shares have been issued.

Signed this 5th day of June, 1998.

Signature: _____



Thomas C. Cobb, Incorporator

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