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Brent Holdings, Inc.

clo Robert Brent

13899 Biscayne Blud. *101

MMB, FL 33181

(305) 893-4440

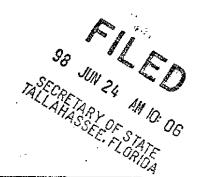
98 JUN 24 AM 10: 06
SECRETARY OF STATE
AND A SECRETARY OF STATE

Enclosed is 35.00 , 8.75 certificate of status. Thank you.

Amend

Jun/1

ARTICLES OF AMENDMENT ARTICLES OF INCORPORATION



(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 VII - Officers and Board of Directors

Meagan & Effective June 20th, 1998, Maegan Barbara Gruenberg -

chairman of the Board of Directors (Director)

Treasurer.

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:

June 20th 1998. THIRD: The date of each amendment's adoption:

FO	URTH: 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
	voting group
Ø	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 day 22 of June 1998
	Signature 82+3+
	(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)
	Robert Brent
	Typed or printed name
	President - Director
	Title