ACCOUNT NO. : 07210000032

REFERENCE: 933157 7161925

AUTHORIZATION

COST LIMIT : \$ 35.00

ORDER DATE: August 19, 1998

ORDER TIME: 10:45 AM

ORDER NO. : 933157-005

CUSTOMER NO: 7161925

CUSTOMER: Mr. Robert Browmlee

Mr Robert Browmlee 3100 N.w. 7th Avenue

100002623071--3

Miami, FL 33127

DOMESTIC AMENDMENT FILING

NAME: HARBOUR LIGHT GALLERIES, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__ CERTIFIED COPY

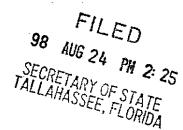
_ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

DIVISION OF CORPORATIONS



ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

ARTICLE VI of the Articles of Incorporation of
HARBOUR LIGHT GALLERIES, INC. shall be amended to read as
follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the coporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert M. Brownlee, Jr. 3100 Northwest 7th Avenue Dir. Miami, Florida, 33127

Robert M. Brownlee Same

Jacqueline W. Brownlee Same Dir.

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the 21 day of August, 1998.

CORPORATE AGENTS, INC.

Its Incorporator, Karen B. Rozar

jjw