P98000073071

EDEA & ASSOCIATES SERVICES GROUP, INC A TAX CONSULTING FIRM

3845 EAST 4TH AVENUE, HIALEAH, FLORIDA 33013 TEL. 305-820-1040 * FAX. 305-836-3324

SEPTEMBER 21, 1998

700002648117--9 -09/24/98--01056--001 *****35.00 ******35.00

TO WHOM IT MAY CONCERN:

ENCLOSED YOU WILL FIND A CHECK FOR THE AMOUNT OF \$35.00 TO COVER THE FILLING FEE, AND IN ADDITION, A SELF-ADDRESS ENVELOPE IS ALSO ENCLOSED FOR YOUR CONVENIENCE.

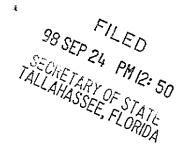
THANK YOU FOR YOUR ATTENTION TO THIS MATTER.

SINCERELY.

EMILIO DE ACOSTA.

amend.

ARTICLES OF AMENDMENT TO ARTICLE OF INCORPORATION OF ALL ESTATE PROPERTIES, INC.



PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUES, THIS FLORIDA PROFIT CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: AMENDMENT ADOPTED THE FOLLOWING CHANGES:

JESUS RAMIRES: DIRECTOR AND PRESIDENT

ANGEL ROMERO: DIRECTOR AND TREASURER

CARLOS C. LOPEZ-AGUIAR: DIRECTOR AND SECRETARY

SECOND:

N/A

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THÌN 1	The date of each amondmenth adoution. SERREMBER 0 1000
IIIIND. 1	The date of each amendment's adoption: SEPTEMBER 8, 1998
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
3	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 byvoting group
	Totally group
	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.
S;	aned this 9 day of SEDBEMDED 10.00
Si Signature _	gned this 9 day of SEPTEMBER, 1998
	gned this9 day ofSEPTEMBER
	(Bythe Chairman of Vice Chairman of the Board of Unrectors, President or other officer if adopted by
	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR
	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors)
	(By the 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 the 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)
	(By the Chairman of the Board of Directors, President or other officer if adopted by the sharehotzers) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)