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Via Federal Express

November 5, 1998

Division of Corporations
Attn: Amendments Division
409 East Gaines Street
Tallahassee, FL 32399

200002682172--6
-11/06/98--01058--001
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation of John J. Gibbons, Inc.


Dear Sir/Madame:

Enclosed please find an original and one copy of an Amendment to the Articles of Incorporation of John J. Gibbons, Inc., together with this firm's check in the amount of \$35.00, which represents your fee for same.

Please file the Amendment and forward a filed copy to this office in the stamped, self-addressed envelope provided.

Very truly yours,

KELLEY, HERMAN & SMITH



Katie Osborne
Legal Assistant

/klo
encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

JOHN J. GIBBONS, INC., a Florida corporation, under its corporate seal and the hand of its President and Secretary, John J. Gibbons, hereby certifies that:

ONE:

The Board of Directors of said Corporation, at a meeting duly called and held on the 5th day of November 1998, adopted the following Resolution, to wit:

BE IT RESOLVED as follows:

That the Board of Directors of JOHN J. GIBBONS, INC., a Florida corporation, deems it advisable and hereby declares it to be advisable the following Articles of the Articles of Incorporation be amended, changed and altered so as to add the following language and read as follows, to wit:

ARTICLE VI. - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The names and addresses of the directors of this corporation are:

John J. Gibbons, President/Treasurer/Director
35 Davison Avenue
E. Rockaway, NY 11518

Rodger Kooser, Vice-President/Secretary
c/o 524 Bayshore Drive
Fort Lauderdale, FL 33304

Prepared By:
Bruce Herman, Esquire
Kelley & Herman
1401 E. Broward Blvd., Ste. 206
Fort Lauderdale, FL 33301

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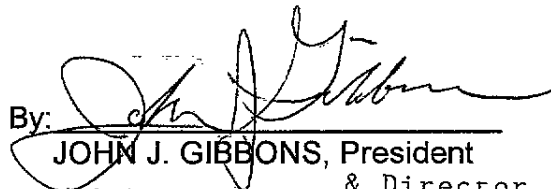
TWO:

No Shareholder action was required for the adoption of the foregoing amendment, therefore, the amendment was adopted by the Board of Directors without Shareholder action.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, this 5th day of November 1998.

JOHN J. GIBBONS, INC., a Florida
corporation

(SEAL)

By: 
JOHN J. GIBBONS, President
& Director

ATTEST: 
Rodger Kooser, Secretary