

12/11/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HOLDINGS, INC.

AUDIT NUMBER.....H98000023111

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
12-11-98
DC

12/11/98

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 11, 1998

HOLDINGS, INC.
3020 N.W. 33RD AVENUE
FORT LAUDERDALE, FL 33311

SUBJECT: HOLDINGS, INC.
REF: P98000093852

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

The name of the person signing the document must be typed or printed beneath or opposite the signature.

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. #: E98000023111
Letter Number: 898A00058603

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498000023111

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

HOLDINGS, INC.

(Present name)

FILED
98 DEC 11 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 or deleted)

ARTICLE VI: DIRECTORS OF THE CORPORATION. GLENN M. GALLANT RESIGNS AS DIRECTOR AND THE SUCCESSOR IS DULY ELECTED AND QUALIFIED AS: RONALD A. MARINI, ONE BISCAYNE TOWER, TWO SOUTH BISCAYNE BOULEVARD, #3580, MIAMI, FL 33131

SECOND: 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:

N/A

THIRD: The date of each amendment's adoption 12/4/98.

Prepared by:

Ronald A. Marini, Esquire
One Biscayne Tower
2 South Biscayne Blvd. #3580
Miami, FL 33131
(305) 374-4424
Florida Bar Number: 354422

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FOURTH: 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

_____ The amendment(s) was/were adopted by the board of
 directors without shareholder action and share-
 holder action was not required.

X The amendment(s) was/were adopted by the incorporator
 without shareholder action and shareholder action was
 not required.

Signed this 4 day of DECEMBER, 1998

Signature

(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 incorporator)

Ronald A. Marini
 Typed or printed name

Ronald A. Marini,

INCORPORATOR
 Title

+198000023111