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R. DENISE JOHNSON

April 27, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

UPS OVERNIGHT

Re: Brooks Range International, Inc.

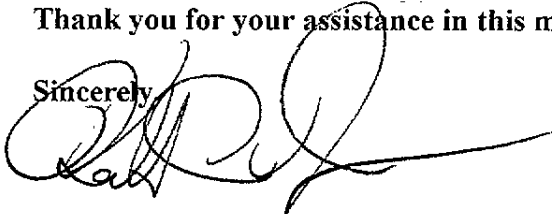
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*****35.00 *****35.00

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Amendment to Articles of Incorporation for the above-referenced proposed Florida corporation. Also enclosed is a check in the amount of \$35.00, representing the filing fees.

Thank you for your assistance in this matter.

Sincerely,



Keith H. Johnson

Enclosures
As stated (3)

c: Dean Brooks Einspahr

FILED
99 APR 28 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 5/4

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
BROOKS RANGE INTERNATIONAL, INC.**

FILED
99 APR 28 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is **BROOKS RANGE INTERNATIONAL, INC.**
(the "Corporation").
2. The Articles of Incorporation of the Corporation are amended to include the addition of Article VII to read as follows:

ARTICLE VII

PURPOSE

The primary purpose of the business is trading and exchange of futures and options.
In addition, the corporation may also transact the following business:

Any activity or business permitted under the laws of the State of Florida and the United States of America, including, but not limited to, the following:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and

countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock option to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The

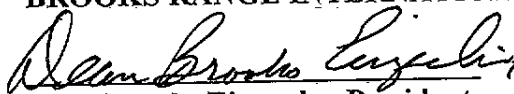
enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

3. This Amendment was approved by the Board of Directors to the Corporation's shareholders on the 27th day of April 1999.

4. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, BROOKS RANGE INTERNATIONAL, INC. has caused these Articles of Amendment to be executed on this 27th day of April 1999.


BROOKS RANGE INTERNATIONAL, INC.


Dean Brooks Einspahr, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Amendment to Articles of Incorporation of Brooks Range International, Inc. was acknowledged before me this 27th day of April 1999, by Dean Brooks Einspahr who is personally known to me and who did not take an oath.

(SEAL)


Signature of Notary Public

Pamela T. Jefferson
Printed Name

