P9800 CUPY RIGA. 780

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PLEASE REPLY TO FORT LAUDERDALE May 22, 2000

Florida Department of State Division of Corporations Amendment Filing Section P.O. Box 6327 Tallahassee, Florida 32314

Re:

Third Articles of Amendment to Articles of Incorporation of Bright Line, Inc., document number P98000102780

To Whom is May Concern:

Enclosed herein please find the Third Articles of Amendment to Articles Incorporation for the above referenced corporation.

You will also find the necessary \$35.00 payment to the Florida Department of State.

Please provide confirmation of the filing of the Third Articles of Amendment to the Articles of Incorporation to the undersigned. It is further requested that a certificate of status be provided reference the new corporate name. I have enclosed a self-addressed stamped envelope for your convenience.

Thank you for your assistance.

Very truly yours

MICHAEL MAGE

JMM:cv Enclosures

Amend

V. SHEPARD JUN 7 2000



THIRD ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

BRIGHT LINE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following third articles of amendment to its articles of incorporation:

FIRST:

Third Amendment(s) adopted:

Document Number P98000102780

Article IV to be amended as follows:

Article IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock. The shares are divided as follows:

49.75 shares to Kenneth Rush 47.75 shares to Astrid Rush 2.5 shares to Alan Conrad

Transfer of the shares as described above will be implemented by transfer of shares by Kenneth and Astrid Rush in the necessary amounts to provide 2.5 shares to Mr. Conrad.

Article VII - To be amended as follows:

Article VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director/President initially. The number of Directors may be increased or decreased from time to time by the By-laws, but shall never be less than one (1).

This corporation shall have one (1) Vice-President and one (1) treasurer.

The name and address of the Director/President is:

Ken Rush 5399 NE 14TH Avenue Ft. Lauderdale, Florida 33334

The name and address of the Vice President is:

Alan Conrad 1407 Hayes Street Hollywood, Florida 33020

The name and address of the treasurer is:

Astrid Rush 5399 NE 14TH Avenue Ft. Lauderdale, FL 33334

SECOND: The date of each amendment's adoption: 3/8/2000

THIRD: Adoption of Amendment(s) (check one)

amendment(s):

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment was 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

•	"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 shareholder action was not required.
	The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this, 2000.
Signature _	(By the Chairman of the Board of Director/President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By and incorporator if adopted by the incorporators)
	Typed or printed name KENNETH RUSH
	Title DIRECTOR/PRESIDENT

EIN#: 65-0899445