



THE UNITED STATES  
CORPORATION  
COMPANY

P990000/3926

ACCOUNT NO. : 072100000032

REFERENCE : 158553 87972A

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 35.00

ORDER DATE : March 5, 1999

ORDER TIME : 1:40 PM

ORDER NO. : 158553-005

700002796727-5

CUSTOMER NO: 87972A

CUSTOMER: Mr. David Kahan  
Navon Kopelman & Odonnell,  
Suite B 100  
2699 Stirling Road  
Ft. Lauderdale, FL 33312

DOMESTIC AMENDMENT FILING

NAME: ART AFFAIRS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
     RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

     CERTIFIED COPY  
XX PLAIN STAMPED COPY  
     CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR -5 PM 3:21

FILED

*See 3/8*

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ART AFFAIRS, INC.**

**FILED**  
99 MAR -5 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of **ART AFFAIRS, INC.**, a Florida corporation ("Corporation"), filed with the Department of State on February 12, 1999, Document Number P99000013926, be, and they are hereby, amended as shown below:

Article 5 of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Laurie F. Drew
Secretary:	Laurie F. Drew
Treasurer:	Laurie F. Drew

Article 6 of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE 5 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Laurie F. Drew

The foregoing amendment shall be effective as of February 12, 1999.

The foregoing amendment was adopted by a Joint Corporate Action of the sole Shareholder and the sole Director of this Corporation as of March 3, 1999.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has adopted and executed these Articles of Amendment this March 3, 1999.

By Laurie F. Drew  
Laurie F. Drew, President