THE UNITED STATES **CORPORATION**

ACCOUNT NO.

072100000032

REFERENCE

158553

87972A

AUTHORIZATION

COST LIMIT

: \$ 35.00

ORDER DATE : March 5, 1999

ORDER TIME :

1:40 PM

ORDER NO. : 158553-005

700002796727

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.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

__CERTIFIED COPY

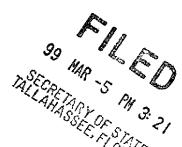
__ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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



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 <u>3</u>, 1999.

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

Laurie F. Drew, President