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Profit	Amendment		600002879 -05/19/990	8167 11045011	
NonProfit	Resignation of R.A., Off	icer/Director	*****35.00	*****35.00	
Limited Liability	Change of Registered Ag	gent	-		
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CR2E031(1/95)

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF FINE ART AUCTIONEERS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation, filed March 22, 1999.

FIRST: Amendment(s) adopted:

ARTICLE V-

The Officers and Directors of the corporation are changed

FROM:

Phillip Rosenthal, Pres.

1410 S.W. 29 Avenue

Pompano Beach, Fla. 33069

Randolph Goldberg, V.P./Dir.

1410 S.W. 29 Avenue.

Pompano Beach, Fla. 33069

Ilan Shachr, Sec./Treas./Dir.

1410 S.W. 29 Avenue.

Pompano Beach, Fla. 33069

TO:

Hossam Antar, Pres.

1410 S.W. 29 Avenue

Pompano Beach, Fla. 33069

Shari Stier, Treas./Dir.

1410 S.W. 29 Avenue

Pompano Beach, Fla. 33069

Randolph Goldberg, V.P./Dir.

1410 S.W. 29 Avenue,

Pompano Beach, Fla. 33069

Han Shachr, Sec./Dir.

1410 S.W. 29 Avenue,

Pompano Beach, Fla. 33069

SECOND:

No stock has yet been issued in the corporation.

THIRD:

The date of each amendment's adoption: April 8, 1999.

FOURTH:

The amendment was adopted by the board of directors without shareholder action

and shareholder action was not required.

L. William College

Signed this 8th day of April, 1999.

Signature

Randolph Goldberg, Director