

LAWRENCE M. PRESSER
ATTORNEY AT LAW
1444 N. STATE RD. 7
MARGATE, FLORIDA 33063
(954) 979-8661
FAX (954) 979-8662

P99000030999

August 26, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32399

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

Re: LIVING WELL PROPERTIES, INC. M. PRESSER

ATTORNEY AT LAW
1444 N. STATE RD. 7
MARGATE, FLORIDA 33063
(954) 979-8661
FAX (954) 979-8662

Dear Sir:

Enclosed please find Articles of Amendment to Articles of
Incorporation of Living Well Properties, Inc. and check for \$35.

Please make the necessary corrections.

Thank you very much for your cooperation.

Very truly yours,

Lawrence Presser
Lawrence Presser

Enclosures/

LAWRENCE M. PRESSER
ATTORNEY AT LAW
1444 N. STATE RD. 7
MARGATE, FLORIDA 33063
(954) 979-8661
FAX (954) 979-8662

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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LFS 9-24-99

LAWRENCE M. PRESSER
ATTORNEY AT LAW
1444 N. STATE RD. 7
MARGATE, FLORIDA 33063
(954) 979-8661
FAX (954) 979-8662

September 18, 1999

Louise Flemming-Jackson
Corporate Specialist Supervisor
Division of Corporations
POB 6327
Tallahassee, Fl 32314

Re: Your letter No. 9599A0045183 **L. PRESSER**

Gentlemen:

Enclosed please find corrected original and copies for LIVING
WELL PROPERTIES, INC. as per your instructions in your above
referenced letter.

Filing fee of \$35 has already been received and accepted by you.

Thank you for your cooperation.

Very truly yours,


Lawrence Presser

Enclosures/

LAWRENCE M. PRESSER
ATTORNEY AT LAW
1444 N. STATE RD. 7
MARGATE, FLORIDA 33063
(954) 979-8661
FAX (954) 979-8662



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 14, 1999

Lawrence Presser, Esquire
1444 N. State Road 7
Margate, FL 33063

SUBJECT: LIVING WELL PROPERTIES, INC.
Ref. Number: P99000030999

We have received your document for LIVING WELL PROPERTIES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 599A00045183

RECEIVED
99 SEP 23 AM 9:39
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION OF

LIVING WELL PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to the provisions of section 607.1006, Florida Statutes, the corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

ARTICLE V

The street address of the corporation's principal place of the business is 2681 NE 48TH STREET, LIGHTHOUSE POINT, FL 33064.

ARTICLE VI

The Registered Agent for the corporation is REUVEN MICHAELI whose address is 2681 NE 48TH STREET, LIGHTHOUSE POINT, FL 33064.

ARTICLE VII

The number of directors constituting the Board of Directors is THREE. The names and addresses of the persons who are to serve as members of the Board of Directors are:

BARRY DAWSON
REUVEN MICHAELI
SERGIO DOROSARIO
2681 NE 48TH STREET
LIGHTHOUSE POINT, FL 33064

SECOND: The date of each amendment adoption is Aug. 24, 1999

THIRD: Adoption of Amendments:

X The amendment/s was/were approved by the shareholders. The number of votes cast for the amendments was/were sufficient for approval.

_____ The amendment/s was/were approved by the shareholders through voting groups.

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/s was/were adopted by the incorporations without shareholder action and shareholder action was not required.

IN WITNESS WHEREOF, the undersigned, REUVEN MICHAELI, as Vice President of LIVING WELL PROPERTIES, INC., has executed these Articles of Amendment to the Articles of Incorporation of LIVING WELL PROPERTIES, INC. this 26 day of August, 1999.

Signature

REUVEN MICHAELI as Vice President of LIVING WELL PROPERTIES, INC.
V.C.P.

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

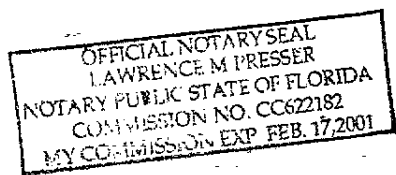
SS

BEFORE ME, a Notary Public duly authorized to take
acknowledgements in the State and County set forth above,
personally appeared REUVEN MICHAELI before me to be the
person who executed the foregoing Articles of Incorporation, and
he acknowledged before me that he executed those Articles of
Incorporation.

WITNESS my official hand and seal in the State and
County aforesaid this 26 day of August, 1999.

My Commission Expires:

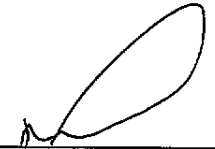
Lawrence M. Presser
Notary Public



The following is submitted pursuant to Chapter 48,
Florida Statutes:

That LIVING WELL PROPERTIES, INC. desiring to
organize under the laws of the State of Florida, with its
principal office as indicated in the Articles of Incorporation in
the City of Lighthouse Point, County of Broward, State of Florida, has
named REUVEN MICHAELI, as its agent to accept service of process in
this State.

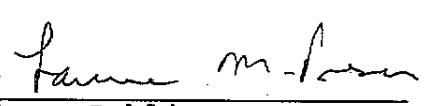
ACKNOWLEDGEMENT: Having been named to accept service
of process for the above stated corporation at the place
designated in the Articles of Incorporation, I hereby accept to
act in that capacity and agree to comply with the provisions of
the Florida Corporation Act regarding keeping said corporation's
registered office open.



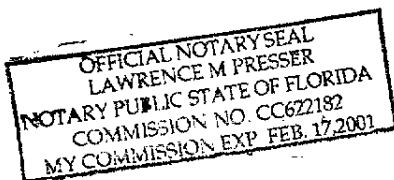
REUVEN MICHAELI
Registered Agent
2681 NE 48TH STREET
LIGHTHOUSE POINT, FL 33064.

Sworn to, subscribed and acknowledged before me by
REUVEN MICHAELI, this 26 day of August, 1999.

My Commission Expires:



Notary Public



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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