

P99000038965

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January 12, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****802.50 *****43.75

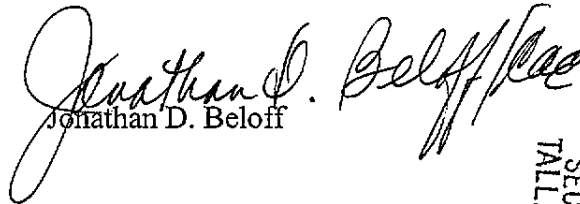
Re: Corporation Reinstatement - Alp of South Beach, Inc.

Gentlemen:

Enclosed, please find a Corporation Reinstatement Form fully executed along with the Amendment to Articles of Incorporation of Alp of South Beach, Inc. Also enclosed, is a check in the amount of \$802.50 representing \$750.00 for reinstatement fee, \$8.75 for a Certificate of Status, \$35.00 for amending the Articles of Incorporation of Alp of South Beach, Inc. and \$8.75 for a Certified Copy of same.

Please return filed documents in the Federal Express envelope provided.

Very truly yours,


Jonathan D. Beloff

JDB/cae
Enclosure

Amend

FILED
01 JAN 16 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. PAYNE JAN 17 2001

FILED

AMENDMENT TO ARTICLES OF INCORPORATION OF
ALP OF SOUTH BEACH, INC.
A FLORIDA CORPORATION

01 JAN 16 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AMENDMENT to Articles of Incorporation of ALP OF SOUTH BEACH, INC., (the "Company") is made as of the 29 day of December, 2000, by the undersigned, SUSAN LEONARD, President and director of the Company. The amendment was adopted by the shareholders on December 29, 2000. The number of votes cast was sufficient for approval.

WHEREAS, the Articles of Incorporation dated April 26, 1999, and filed April 29, 1999 with the Secretary of State, State of Florida under Document No. P99000038965, are hereby amended, as follows:


1. Principal Office. The street address of the Principal Office in the United States where records are to be kept or made available under Section 607.0202 of the Act, as well as the Company's mailing address is: 1111 Lincoln Road, Suite 400, Miami Beach, Florida 33139.


2. Directors/Officers. The following have been elected as the sole officers and directors of the Company who shall hold office until their successors shall have been elected and qualified:

SUSAN LEONARD	119 SEVENTH AVENUE NEW YORK CITY, NY 10011	President/Director
MARK THOMAS AMADEI	119 SEVENTH AVENUE NEW YORK CITY, NY 10011	Vice President/Director
STACY PISONE	119 SEVENTH AVENUE NEW YORK CITY, NY 10011	Secretary/Treasurer/Director

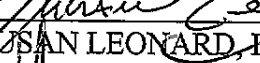
3. Registered Agent/Registered Office. The current registered agent and registered office for the Company are: Jonathan D. Beloff, Esq., 1688 Meridian Avenue, Miami Beach, Florida 33139. The said registered office is hereby changed as follows:

Jonathan D. Beloff, Esq., 1111 Lincoln Road, Suite 400, Miami Beach, Florida 33139.



JONATHAN D. BELOFF, ESQ.



SUSAN LEONARD, Director



MARK THOMAS AMADEI, Director



STACY PISONE, Director

Notary Public



Typed, printed or stamped name of Notary Public

STATE OF FLORIDA)

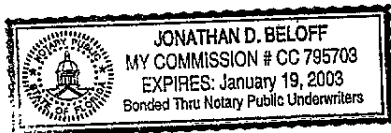
) SS:

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by MARK THOMAS AMADEI. He is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of Dec., 2000.

My Commission Expires:



Jonathan D. Beloff
Notary Public

Typed, printed or stamped name of Notary Public

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by STACY PISONE. She is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of Dec., 2000.

My Commission Expires:



Jonathan D. Beloff
Notary Public

Typed, printed or stamped name of Notary Public