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BASIC AMENDMENT

REEL ESTATES VIDEO BROCHURE, INC.

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**ARTICLES OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
REEL ESTATES VIDEO BROCHURE, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, **REEL ESTATES VIDEO BROCHURE, INC.**, a Florida corporation (the "Corporation"), adopts the following articles of amendment to its Articles of Incorporation.

ARTICLE I

The name of the Corporation is Reel Estates Video Brochure, Inc.

ARTICLE II

Article I of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

The name of the Corporation is **reelestates.com, Inc.**

The principle office and the mailing address of the Corporation is 2150 Coral Way, 7th Floor, Miami, Florida 33145, subject to change and relocation by the Board of Directors.

The undersigned hereby certifies that the foregoing amendment was duly approved and adopted by joint unanimous written consent of the Board of Directors and the sole shareholder of the Corporation as of February 1, 2000.

Dated this 1st day of February, 2000.

REEL ESTATES VIDEO
BROCHURE, INC.

By: Carlos Prio, President

Filed by:
Geoffrey MacDonald, Fla. Bar No. 114006
Stearns Weaver Miller, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395

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