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July 21, 1999

State of Florida
Division of Corporations
Attn.: Amendments Section
PO Box 6327
Tallahassee, Florida 32314

500002941085-4

-07/26/99-01087-002

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

Re: **eSYSTEMS CONSULTANTS, INC.**
Filed on June 14, 1999
Restatement of Articles of Incorporation

Dear Madam/Sir:

Please find enclosed three (3) pages and a check for thirty-five dollars (\$35.00). (Nationsbank Acct. No.: 003512424724, Ck. No.: 574).

The purpose for this Restatement of Articles of Incorporation is to correct an error on page 3 of the originally-filed Articles of Incorporation, under the paragraph designating the Registered Agent for the corporation.

The originally-filed Articles of Incorporation listed registered agent, Richard Baron, as the authorized agent for service of process for Restaurant Associates of South Florida. The correct name of the corporation for which the registered agent agrees to accept service of process is **eSYSTEMS CONSULTANTS, INC.**

Please confirm in writing when this change has been effectuated either by mail or by facsimile.

Thank you for your attention and anticipated assistance.

Sincerely yours,

Cristina Fuschi

Cristina Fuschi, Esq.
for RICHARD BARON ESQ.

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Amend
MFS 8-11-99

FILED
99 AUG 11 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BARON AND CLIFF
ATTORNEYS AT LAW
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RICHARD BARON, P.A.
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TELEPHONE (305) 893-2535
FAX (305) 893-0595

August 9, 1999

State of Florida
Division of Corporations
Attn.: Ms. Susan Payne
Amendments Section
PO Box 6327
Tallahassee, Florida 32314

**RE: Amendment to Articles of Incorporation of
eSystems Consultants, Inc.**

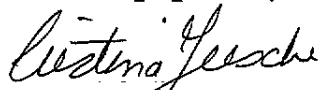
Dear Ms. Payne:

Thank you again for your telephone call on Friday. As per our agreement, please apply my check (Nationsbank check number 574) to the enclosed Articles of Amendment.

I hope the enclosed amendments will resolve this situation.

Thank you for your cordial attention and I remain,

Sincerely yours,



Cristina Fuschi, Esq.
for RICHARD BARON, ESQ.

FILED
99 AUG 11 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF eSYSTEMS CONSULTANTS, INC.**

Pursuant to the provisions of section 607.1006 Florida Statutes, this profit corporation adopts the following articles of amendment to its articles of incorporation:

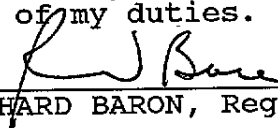
FIRST: Amendements adopted

1. Article VI of Articles of Incorporation

The post office address of the principal office of this corporation shall be 105 South Pine Island Road, Suite 1065, Plantation, Florida 33324.

2. Designation of Registered Agent of Articles of Incorporation:

I RICHARD BARON, having been designate of process for eSystems consultants, Inc. at the place designated in the Articles of Incorporation, hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the property and complete performance of my duties.


RICHARD BARON, Registered Agent

SECOND: None of the foregoing amendments provide for an exchange, reclassification or cancellation of issued shares, nore for an increase or decrease the aggregate number of authorized shares, nor for change in the designation, rights, limitations or preferences of any part of the shares of any class nor of any class of shares.

THIRD: The date of each amendment's adoption is July 22, 1999.

FOURTH: Adoption of Amendments(s)

_____ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

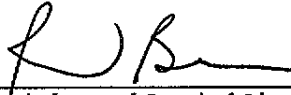
_____ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on teh amendment(s).

"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 incorporators without shareholder action and shareholder action was not required.
Page 1 of 2

Signature



Richard Baron, Incorporator

Chairman or Vicechairman of Board of Directors, President or other officer if adopted by the shareholders or By a Director if adopted by a Director or By an Incorporator if Adopted by the incorporators

RICHARD BARON, ESQUIRE
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