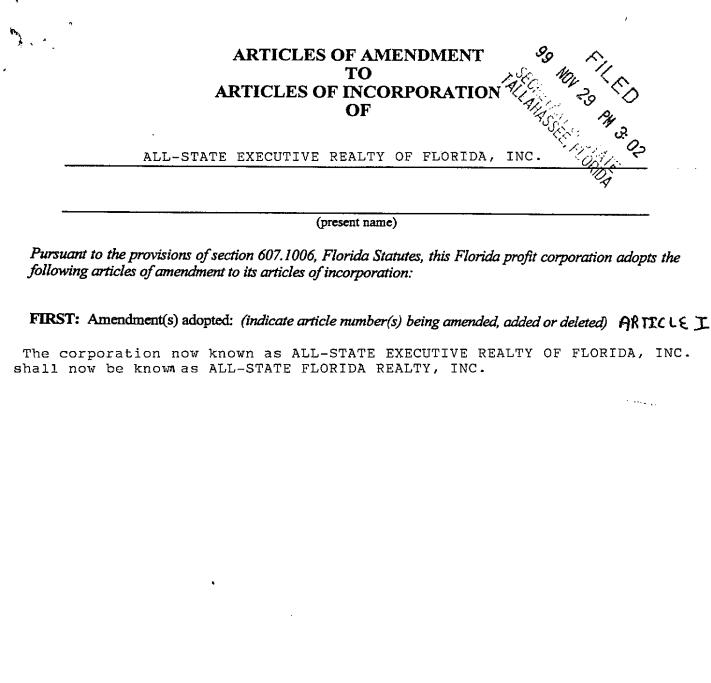
| ATTORNEYS' T | 70005 ITLE | 99258 MARIANAS PAR DE |
|----------------------------------|---|---------------------------------------|
| 660 E. Jefferson St. | | 103/A |
| Tallahassee, FL 3230 city/st/zip | 01 850-222-2785 Phone # | |
| CORPORATION NAM | ME(S) & DOCUMENT NUMBER(S) | , (if known): |
| 1- ALL - STATE PROPE | RTIES INC | |
| 2 | | name |
| 3- | | Clarge. |
| 4 | | anen |
| X Walk-in Mail-out | Pick-up time ASAP Will wait Photocopy | Certified Copy Certificate of Status |
| NEW FILINGS | AMENDMENTS | |
| XX Profit Non-Profit | XX Amendment Resignation of R.A., Officer/Director | |
| Limited Liability | Change of Registered Agent | 3 河 |
| Domestication | Dissolution/Withdrawal | 2. 0 |
| Other | Merger | 2 0 |
| OTHER FILINGS | REGISTRATION/QUALIFICATION | <u> </u> |
| Annual Report | Foreign | |
| Fictitious Name | Limited Partnership | 3000030554536 -11/29/9901037023 |
| Name Reservation | Reinstatement Trademark | *****35.00 *****35.00 |
| | Other | |
| | | |
| | | Examiner's Initials |
| | | 11/29/99 |



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 11/17/99

FOURTH: Adoption of Amendment(s) (CHECK ONE)

| | | | | | |
|--|---|-------------|--|--|--|
| | | | | | |
| xx ⊠ k | 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 the 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. | | | | |
| <u> </u> | The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. | | | | |
| Sign | med this 17 TH day of November , 19 99. | | | | |
| Signature | Davando Fulsman | | | | |
| , | (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) | | | | |
| | OR | | | | |
| (By a director if adopted by the directors) | | | | | |
| | OR | | | | |
| (By an incorporator if adopted by the incorporators) | | | | | |
| | (2) an incorporator if anopted by the incorporators). | | | | |
| | ARMANDO FUNSMAN Typed or printed name | | | | |
| | PRESIDENT/Director Title | | | | |