REFERENCE : 371737

6179A

COST LIMIT :

\$ 43.75

ORDER DATE: September 10, 1999

ORDER TIME : 11:11 AM

ORDER NO. : 371737-005

CUSTOMER NO: 6179A

CUSTOMER: Mr. Lance B. Friedman

Weiss & Handler, P.a.

Suite 218 A

2255 Glades Road

Boca Raton, FL 33431-7383

000002988170--3

DOMESTIC AMENDMENT FILING

NAME:

5TH AVENUE REAL ESTATE

DEVELOPMENT, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT ___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

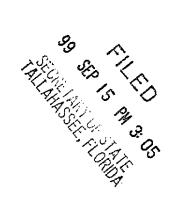
XX CERTIFIED COPY

____ PLAIN STAMPED COPY

_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:



ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of

5TH AVENUE REAL ESTATE DEVELOPMENT, INC. shall be amended to read as follows:

ARTICLE I. NAME

The name of the corporation shall be:

5TH AVENUE REAL ESTATE DEVELOPMENT, INC.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director. The name and street address of the officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Willis Hale Director/President 1450 South Dixie Highway Boca Raton, Florida 33432

All other paragraphs and articles of the Articles of Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator without shareholder action because shareholder action was not required.

The foregoing amendment was adopted on the thirteenth day of September, 1999.

CORPORATION SERVICE COMPANY/INCORPORATOR

Its Agent, Laura R. Dunlap

JLZ