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AUTHORIZATION :

Patricia Pizant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 2, 1999

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ORDER NO. : 296691-005

CUSTOMER NO: 7188113

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CUSTOMER: Mr. David R. Rodriguez
MR. DAVID R. RODRIGUEZ
MR. DAVID R. RODRIGUEZ
Suite #409
12550 Biscayne Boulevard
Miami, FL 33181

DOMESTIC FILING

NAME: ASYLUM, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: TAMARA ODOM

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. COULLIETTE SEP 01 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

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ARTICLE VI of the Articles of Incorporation of
ASYLUM, INC. shall be amended to read as
follows:

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the
authority of, and the business and affairs of the corporation
managed under the direction of its Board of Directors, subject
to any limitation set forth in these Articles of Incorporation.
This corporation shall have two directors. The names and
addresses of the members of the Board of Directors are:

David R. Rodriguez	11811 S.W. 31st Street
Director	Miami, Florida 33175

Thomas R. Gomez	47 N.W. 47 Avenue Apartment #8
Director	Miami, Florida 33126

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 first day
of September, 1999.

CORPORATION SERVICE COMPANY/INCORPORATOR


It's Agent, Laura R. Dunlap