



THE UNITED STATES
CORPORATION
COMPANY

P99000079056

99 NOV 16 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 482986 7193062

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 16, 1999

ORDER TIME : 12:31 PM

ORDER NO. : 482986-005

CUSTOMER NO: 7193062

CUSTOMER: Mr. Scott Osman
Pinnacle Housing Group
Suite 202
2665 South Bayshore Drive
Coconut Grove, FL 33133

400003046084--0
-11/16/99--01083--002
*****35.00 *****35.00

None
Changes
Amend

DOMESTIC AMENDMENT FILING

NAME: PINNACLE HOUSING GROUP, INC.

EFFECTIVE 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

FILE 1ST

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

ADR
11/18/99

RECEIVED
99 NOV 16 PM 1:48
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

PHG HOLDINGS, INC.
2665 SOUTH BAYSHORE DRIVE
SUITE 202
COCONUT GROVE, FLORIDA 33133
TEL: (305) 854-7100
FAX: (305) 858-9430

VIA: FEDERAL EXPRESS: 0953963566

November 11, 1999

Florida Department of State
Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

Re: PHG Holdings, Inc.

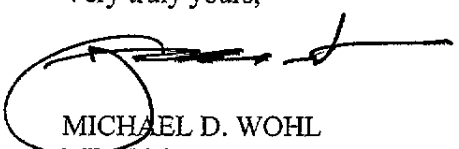
To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Amendment to Articles of Incorporation of Pinnacle Housing Group, Inc., amending and adopting the new name of PHG Holdings, Inc.

I have enclosed our check # *2003* in the amount of Thirty Five Dollars (\$35.00). Kindly forward back to me a conformed copy of the Articles of Amendment in the enclosed envelope for our records.

Thank you for your kind attention to this matter.

Very truly yours,



MICHAEL D. WOHL
MDW:jsh
Enclosures (4)

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PINNACLE HOUSING GROUP, INC.**

FILED
99 NOV 16 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendment adopted:

ARTICLE I. NAME

The new name for the corporation should read as follows:

PHG HOLDINGS, INC.

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:

N/A

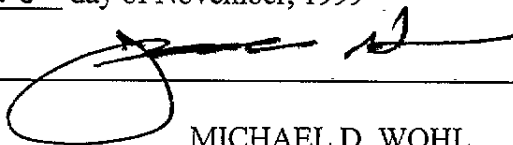
THIRD: The date of each amendment's adoption: November 11, 1999.

FOURTH: Adoption of Amendment:

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 15 day of November, 1999

Signature



MICHAEL D. WOHL

Printed Name

Incorporator/Director President

Title