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February 9, 2000

Division of Corporations
P.O.Box 6327
Tallahassee, FL 32314

Re: Matrix Holdings, Inc. of Naples

Dear Gentle People:

Please find enclosed an Amendment to the Articles of Incorporation for filing for the above referenced, recently formed corporation. In addition a check for \$35.00 is also enclosed. Please contact the undersigned if we can assist in any way.

Thank you.

Sincerely yours,

John F. Houton
John F. Houton
Attorney At Law

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

*Mr. Houton authorized
to delete of naples from
new name. LFT 2-15-00*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 FEB 14 AM 9:36

Enc:

*licensed to practice law in Florida & Massachusetts

*Amend & name change
LFT
2-16-2000*

00 FEB 14 AM 9:36

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MATRIX HOLDINGS, INC. OF NAPLES

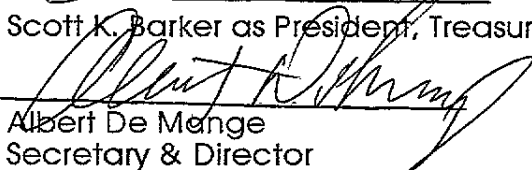
The undersigned, representing, President, directors and officers of MATRIX HOLDINGS, INC. OF NAPLES, a corporation organized and existing under the provisions of Chapter 607, the Florida Business Corporation Act of the Florida Statutes (the "Corporation") adopts the following Articles of Amendment to the Articles of Incorporation of MATRIX HOLDINGS, INC. OF NAPLES:

ARTICLE I: The name of the Corporation shall be and is hereby changed to MATRIX HOLDINGS & MANAGEMENT, INC.

ARTICLE II: The office, address and registered agent of the Corporation shall be Scott K. Barker, Suite 303, 600 Fifth Avenue South, Naples, Florida 34102. This amendment to the Articles of Incorporation was adopted February 7, 2000, by the vote of all the directors of the Corporation, and the number of votes cast was sufficient for approval. No stock has yet issued.

IN WITNESS WHEREOF, the undersigned being all directors and officers of the Corporation, have executed these Articles of Amendment this 7th day of February, 2000.


Scott K. Barker as President, Treasurer, Director & Incorporator


Albert De Mange
Secretary & Director