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February 21, 2000

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Secretary of State
Department of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation of Millennium Advisory Services, Inc.

Dear Sir/Madam:

Enclosed you will find the original Amendment to the Articles of Incorporation and one photocopy for filing for the above-referenced Corporation. A check in the amount of \$43.75 made payable to the Secretary of State has also been enclosed. The enclosed check is comprised of \$35.00 for the filing fee and \$8.75 for a time-stamped copy of the Articles of Amendment. Kindly file these Articles of Amendment and send the time-stamped copy back to the attention of the undersigned in the enclosed postage prepaid envelope.

Please further correct the corporate records to reflect that the new **principal address and the registered office** of the corporation is c/o Louise Taylor, 3200 North Military Trail, Suite 201, Boca Raton, Florida 33431 and the name of the initial registered agent of the corporation at that office is Louise Taylor.

FILED
00 FEB 9 AM 9:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
cc 3/9
name chg
&
amend

Secretary of State
Department of Corporations
February 21, 2000
Page 2

Very truly yours,

BARBIERI & SCRENCI, P.A.



Stephen W. Screnci
For the Firm

SWS:dd

Enclosures: Original and One (1) Copy of Articles of Amendment

FILED
00 FEB 29 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment to Articles of Incorporation of Millennium Advisory Services, Inc.

FILED
00 FEB 29 AM 9:39
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

The undersigned, being the President of **Millennium Advisory Services, Inc.**, a Florida corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of **Millennium Advisory Services, Inc.**, a Florida corporation, on behalf of the Corporation, and further states as follows:

1. **Article I** shall be amended in that the name of the said Corporation shall be amended, changed, and altered to read as follows: **Proline Advisory Services, Inc.**
2. **Article IV** shall be amended in that the principal address and the registered office of the corporation shall be **3200 N. Military Trail, Suite 201, Boca Raton, Florida 33431** and the name of the registered agent of the corporation at that office is **Louise Taylor**.

The foregoing amendment was adopted by all of the Shareholders of this Corporation in a written action of all the Shareholders of this Corporation dated February 18, 2000. Accordingly, the number of votes cast for the amendment by the Shareholders was sufficient for approval.

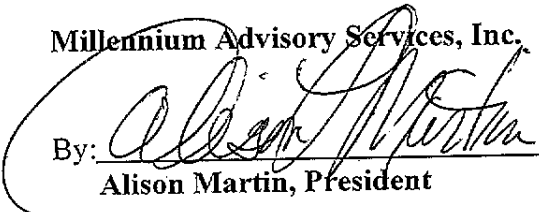
Barbieri & Screnci, P.A.
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3200 N. Military Trail
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Boca Raton, FL 33431
(561) 997-5700


IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Articles

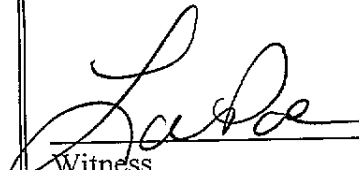
of Amendment to the Articles of Incorporation as of the 18th day of February, 2000, all in accordance with Section 607.1006, Florida Statutes.


Millennium Advisory Services, Inc.

By:



Alison Martin, President


Witness


Witness


Witness

Attest:


Louise Taylor, Vice President


Witness

(Corporate Seal)

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


Louise Taylor, Registered Agent