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TO: DIVISION OF CORPORATIONS FAX #: (904) 922-4000
FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, ACCT#: 076077000521
CONTACT: MICHELE GRABASCH
PHONE: (954) 761-2910 FAX #: (954) 764-4996

NAME: AMERICAN NETWORK REAL ESTATE, INC.

AUDIT NUMBER.....H97000006004

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....1

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04/14/87 08:41 Florida Department

85478448888- Department of State: # 2
p1 / 1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 14, 1987

AMERICAN NETWORK REAL ESTATE, INC.
6365 N.W. 6TH WAY
SUITE 160
FT. LAUDERDALE, FL 33309

SUBJECT: AMERICAN NETWORK REAL ESTATE, INC.
REF: S09426

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The date of adoption of the amendment cannot be after the file date. Currently, the date of adoption and the date of execution is April 18, 1997. Please correct this.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H97000006004
Letter Number: 997A00018506

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN NETWORK REAL ESTATE, INC.

FILED
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TALLAHASSEE, FLORIDA

The Articles of Incorporation of American Network Real Estate, Inc., a Florida corporation (the "Corporation"), filed with the Department of State on October 29, 1990, Charter Number S09426, is hereby amended as shown below:

1. Article V of the Corporation's Articles of Incorporation is hereby deleted in its entirety and is amended to read as follows:

"ARTICLE V. CAPITAL STOCK

The total authorized capital stock of this Corporation shall consist of One Hundred Million (100,000,000) shares of Common Stock, \$0.001 par value per share, and Ten Million (10,000,000) shares of Preferred Stock, \$100.00 par value per share. The Board of Directors is expressly authorized to issue from time to time all or any shares of Preferred Stock in one or more series, and to fix for each such series such voting powers, full or limited, or no voting powers, and such designations, preferences (including seniority upon liquidation), relative participating, optional or other special rights, redemption rights, conversion privileges and such qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such series and to the fullest extent as now or hereafter permitted by these Articles of Incorporation and the laws of the State of Florida. Unless a vote of any shareholder is required pursuant to a certificate establishing a series of Preferred Stock, the Board of Directors may from time to time increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series of Preferred Stock subsequent to the issuance of shares of that series. In case the number of shares of any series is so decreased, the shares constituting such reduction shall resume the status that such shares had prior to the adoption of the resolution originally fixing the number of shares of such series."

2. The foregoing amendment was adopted by a Joint Corporate Action of the Board of Directors and the sole Shareholder of the Corporation dated April 18, 1997, in accordance with Section 607.0704 of the Florida Statutes, and the number of votes cast for the amendment by the Shareholders of the Corporation was sufficient for approval.

Prepared by: Michael K. Chernick, Esq., FL Bar #0031781
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

SENT BY:

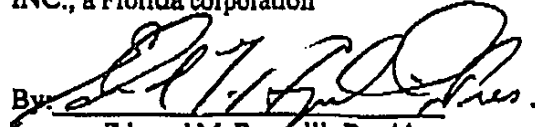
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IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment as of April 18, 1997.

AMERICAN NETWORK REAL ESTATE,
INC., a Florida corporation

By: 
Edward M. Repulli, President

Prepared by: Michael K. Chernick, Esq., FL Bar #0031781
Ruden McClosky, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660