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5/19/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: R C L PROFESSIONAL SERVICES, INC.
AUDIT NUMBER.....H97000008196
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
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PAGES..... 3
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** ENTER 'M' FOR MENU. **

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Amend.

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MAY 19 1997
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

RCL PROFESSIONAL SERVICES, INC.

FILED
97 MAY 19 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

See additional page

SECOND: The date of each amendment's adoption:

April 1st., 1997

THIRD: Adoption of amendments:

The amendments were approved by the shareholders. The
number of votes cast for the amendments were sufficient
for approval.

continued.....

Prepared by: Sandra Corvo
10290 NW 135 St.
Hialeah Gardens, FL 33016
(305) 688-0123

H97000008196

ARTICLES OF AMENDMENT

Additional Page

1) Article II - Principal office:

10290 NW 135 ST

Hialeah Gardens, Fl 33016

2) Article IV -The new Registered Agent:

Sandra Corvo

10290 NW 135 ST

Hialeah Gardens, Fl 33016

3) Change of officers and Directors:

The only officer and director is:

Sandra Corvo President

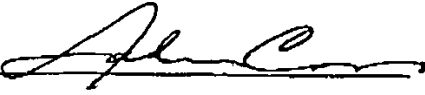
10290 NW 135 ST Secretary

Hialeah Gardens, FL 33016 Director

H97000008196

Signed this 1st. day of April, 1997

By:



President-Secretary

SANDRA CORVO

PRESIDENT- SECRETARY

SANDRA CORVO

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS MY POSITION AS REGISTERED AGENT.

Signature



Date April 1st., 1997

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