

LAW OFFICES
SIEGFRIED, RIVERA, LERNER, DE LA TORRE & SOBEL, P.A.

201 ALHAMBRA CIRCLE
SUITE 1102
CORAL GABLES, FLORIDA 33134
E-MAIL SIEGFRIEDLAW@ACCESSPRO.NET
DADE (305) 442-3334
BROWARD (954) 781-1134
FAX (305) 443-3292
IN FLORIDA 1-800-737-1390

OF COUNSEL

H. HUGH McCONNELL
CORAL GABLES, FLORIDA 33134
MICHELLE C. FRIGOLA, P.A.
FORT LAUDERDALE, FLORIDA 33394

STEVEN M. SIEGFRIED
OSCAR R. RIVERA
LISA A. LERNER
HELIO DE LA TORRE
PETER H. EDWARDS
STUART H. SOBEL
MARIA VICTORIA ARIAS

GRACIAN A. CELAYA
LANCE GELLER
JAMES F. HARRINGTON
DAVID B. ISRAEL
SANDRA D. KENNEDY
ELISABETH D. KOZLOW
SAMUEL A. PERSAUD

October 21, 1997

FILE NO.

560880

300002328753--2
-10/24/97--01030--012
*****35.00 *****35.00

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

Re: Articles of Amendment for MURSTEN CONSTRUCTION GROUP, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Amendments and the Unanimous Written Consent of Shareholders and Directors on the above referenced corporation. Also, enclosed please find check in the amount of \$35.00 to cover the fees for filing same.

It is imperative that these Articles be filed as expeditiously as possible. Please provide us with a filed copy of same.

Thank you for your anticipated cooperation in this matter.

Very truly yours,

SIEGFRIED, RIVERA, LERNER,
DE LA TORRE & SOBEL, P.A.

Mirta M. Iglesias

Mirta M. Iglesias, Secretary to
Oscar R. Rivera

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 PM 12:36

/mmi
Enclosures

Amend.
10-28-97
CC


ARTICLES OF AMENDMENT

1. Article III of the Articles of Incorporation of MURSTEN CONSTRUCTION GROUP, INC., which was filed on June 19, 1991, is hereby amended to read as follows:

"Article III. Capital Stock. This Corporation is authorized to issue a maximum of ONE THOUSAND (1,000) shares of stock. The shares of stock authorized shall be common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors."

2. The foregoing amendment was adopted by the shareholders of this Corporation on the 30th day of June, 1997.

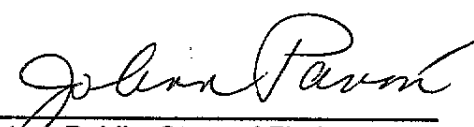
IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation has executed these Articles of Amendment this 30th day of June, 1997.


JORGE L. COSTAS, President

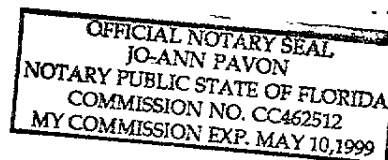

JORGE L. COSTAS, Secretary

STATE OF FLORIDA)
 SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledge before me this 30th day of June, 1997 by JORGE L. COSTAS, as President and Secretary of MURSTEN CONSTRUCTION GROUP, INC. a Florida Corporation, on behalf of the corporation. He is personally known to me.


Notary Public, State of Florida

My Commission Expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 24 PM 12:36

**UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS
AND DIRECTORS OF
MURSTEN CONSTRUCTION GROUP, INC.
INCREASING AUTHORIZED STOCK**

The undersigned, being all the directors and shareholders of MURSTEN CONSTRUCTION GROUP, INC., take the following action, in writing and in lieu of a special meeting of the directors and shareholders of the company:

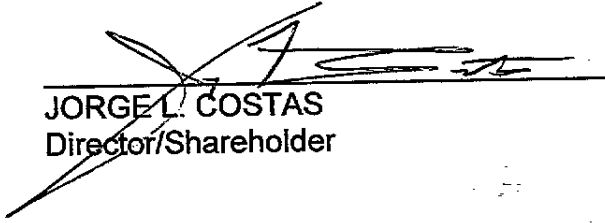
1. That the authorized stock of this corporation be increased from five hundred (500) shares of common stock having a par value of \$.01 per share to one thousand (1,000) shares of common stock having a par value of \$.01, in order to increase the stated capital of the corporation.

2. That the President and Secretary of the corporation, JORGE L. COSTAS be and he hereby is authorized to execute Articles of Amendment amending the Articles of Incorporation in order to increase the stock of the corporation as hereinabove provided, and to file said Articles of Amendment in the office of the Secretary of State in Tallahassee.

3. That the proper officers of this corporation are hereby authorized and directed to secure new stock certificates for the corporation evidencing the increase in the capital stock.

4. That the proper officers of this corporation are hereby authorized to pay all fees and expenses, and to take all acts that may be necessary in order to effectuate the foregoing amendment.

IN WITNESS WHEREOF, we have hereunto placed our hands and the corporate seal of the Company on this 30 day of June, 1997.



JORGE L. COSTAS
Director/Shareholder