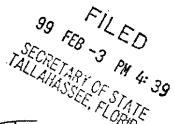
Atlas Capital Management, Inc.

270 Colonial Lane
Palm Beach, Florida 33480
Office/Fax: (467) 848-2588
- (561)

000002763500--2 -02/03/99--01051--016 *****35.00 ******35.00

99 FEB -3 M 4: 39
SEGRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



ATLas Capital MANagEment, Inc.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV - Coupital Stock Amenoment AMENO + HE WORDS "ONE HUMOND SHORES"

TO READ "ONE THOUSAND SHORES"

AMENOMENT - THE componention is Authorized to issue
AMENOMENT - THE componention is Authorized to issue
ONE THOUSAND SHORES (1000) OF ONE Dollar (\$1.00)

ONE THOUSAND SHAVES (1005).

Par Value Common Stock, which shall be Designated "Common SHaves".

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: T	he date of each amendment's adoption: Jan 15,1999.	
FOURTH:	Adoption of Amendment(s) (CHECK ONE)	
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"	 .
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
•	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
S	igned this, 19 99	
Signature	Mobert B. A. R. President	
J.guu	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)	
	OR	
(By a director if adopted by the directors)		
	OR	
	(By an incorporator if adopted by the incorporators)	
	ROBERT B Harmon In. Typed or printed name	4 4 .
	Tide	-