

P96000044267

4/08/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000
FROM: ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, ACCT#: 076624003440
CONTACT: CARLOS F ARAZOZA FAX #: (305)442-4829
PHONE: (305)444-6226

NAME: BRIALAN CORP.
AUDIT NUMBER.....H97000005730
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$87.50

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** ENTER 'M' FOR MENU. **

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97 APR -9 AM 11:09
DIVISION OF CORPORATIONS

SH 4/9
Amend.

FILED
97 APR -9 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 8, 1997

BRIALAN CORP.
241 CAPE FLORIDA DR.
KEY BISCAYNE, FL 33149

SUBJECT: BRIALAN CORP.
REF: P95000044267

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 document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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. #: E97000005730
Letter Number: 597A00017661

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

04-08-1997 02:09PM FROM ARAZOZA & COMAS P.A. TO 190492240000 P.01

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FLORIDA DIVISION OF CORPORATIONS

H9700005730
FILED
APR -9 PM 12
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION
OF BRIALAN CORP.**

The undersigned, as all the shareholders and directors of BRIALAN CORP., a Florida Corporation, do hereby make the following amendment to the Articles of Incorporation and By-Laws of this Corporation, by unanimous written consent of the shareholders and directors as authorized by the Florida General Corporation Act.

RESOLVED as follows:

FIRST: The following amendments to the Articles of Incorporation were adopted by the Corporation

Article XI - RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE, OR TRANSFER OF SHARES:

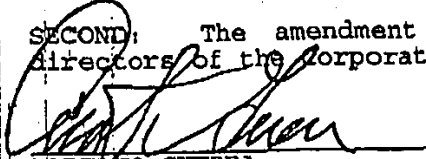
The issuance, sale, assignment, transfer, pledge or other disposition of the shares of stock by the corporation or any of its stockholders, whether voluntary or by operation of law, is subject to transfer restrictions more particularly described in the Limited Partnership Agreement of Century Partners Group, Ltd., entered into by and among Century Partners Group, Ltd. and its partners, a copy of which is on file in the offices of the corporation. Any unauthorized transfer shall be void and ineffectual and shall not operate to transfer any interest or title to the purported transferee of the shares.

Article XII - CERTIFICATE ENDORSEMENT

On or before the issuance, sale or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Limited Partnership Agreement entered into by and among Century Partners Group, Ltd. ("Century") and its partners, a copy of which is on file in the records of Century. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement.

SECOND: The amendment was adopted by the shareholders and directors of the Corporation on the 17 day of March, 1997.


ALBERTO GUERRA

Shareholder/Director/ President


VIVIAN GUERRA

Shareholder/Director

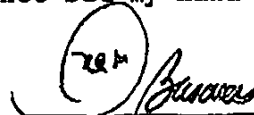
Prepared by: Carlos F. Arazoza, Esq.
101 Madeira Ave.
Coral Gables, FL 33134
(305) 444-6226
Florida Bar No. 0698806

H9700005730

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)


Before me, the undersigned authority personally appeared Alberto Guerra and Vivian Guerra. as Shareholder\Directors of BRIALAN CORP., a Florida corporation, to me well known to be the persons who executed the foregoing articles of amendment to Articles of Incorporation, and acknowledge before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

17th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1997.


NOTARY PUBLIC

My Commission Expires:

h:\data\wp51\Corp\Changes\brialan.amd

 ANA M. BASCLUS
COMMISSION # CC 535471
EXPIRES FEB 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

97 APR -9 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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