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LAWRENCE R. HELLER

MEMBER OF THE FLORIDA
AND CALIFORNIA BARS

TELEPHONE 358-3580

AREA CODE 305

FAX: (305) 374-1756

October 9, 1998

Secretary of State
Division of Corporations
Attention: Amendments
Post Office Box 6327
Tallahassee, Florida 32314

Re: IFCE Consulting and Marketing Services, Inc.

Gentlemen:

Enclosed please find amendment form to the Articles of Incorporation of the above corporation and check in the amount of \$35.00 which will cover the amendment fee.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,



Suzanna S. Perez
Assistant to Lawrence R. Heller
SP/enc.

cc: Lazara Ameng-Torres / with enclosures

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*****35.00 *****35.00

Amend NC

FILED
98 OCT 14 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TLL OCT 15 1998

**TO
ARTICLES OF INCORPORATION
OF**

FILED
98 OCT 14 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IFCE Consulting and Marketing Services, 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 I - The new name of the corporation - IFCE Services, Inc.

Article VII - New Address - 701 Brickell Avenue Suite 1270, Miami, FL 33131

Article IX - New officers:

Stowe Rose, Vice President
Lazara Ameng-Torres- Secretary
Stowe Rose - Director

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: The date of each amendment's adoption: October 1, 1998

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 _____"
voting group

- 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.

Signed this 1st day of October, 1998.

Signature _____

(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)

Lawrence R. Heller, Incorporator

Typed or printed name

Title