

K71888

LODEIRO ASSOCIATES INC.

ACCOUNTANTS AND TAX CONSULTANTS

MEMBER
NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS
NATIONAL ASSOCIATION OF ACCOUNTANTS
NATIONAL ASSOCIATION OF CUBAN
ACCOUNTANTS IN EXILE
NATIONAL SOCIETY OF TAX
PROFESSIONALS

SUNSET CENTER OFFICE PARK
10300 SUNSET DRIVE, SUITE 360
MIAMI, FL 33173
(305) 279-9320

December 17, 1998

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


300002717953-7
-12/21/98-01115-002
*****35.00 *****35.00

Gentlemen:

We are enclosing the Certificate of Amendment of Certificate of Corporation of Bachiller System, Corp., together with check for \$35.00 to cover filing fees.

Please send acknowledgement to our attention.

Sincerely,


Jose Lodeiro, MBA
Senior Accountant

FILED
98 DEC 21 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
1-6-99
CC

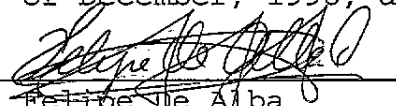
CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
BACHILLER SYSTEM, CORP.

FILED
98 DEC 21 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, Director of Bachiller System, Corp., organized under the Laws of the State of Florida, hereby certify:

1. The name of the Corporation is BACHILLER SYSTEM, CORP.
2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on March 9, 1989, Document number K71888.
3. That Articles of Incorporation of this Corporation shall be and are amended to read as follows:
 - A. To accept the resignation of Fausto A. Maldonado as president and director.
 - B. To accept the designation of Felipe De Alba as the new director president.
 - C. New Registered Agent address is 300 NW 107th. Ave., Apt. 205, Miami, FL 33172
 - D. That the above Amendments were adopted and approved unanimously by the Director and Shareholders of this Corporation at a joint meeting of the Directors and Stockholders which was sufficient for approval, held on December 15th., 1998

IN WITNESS WHEREOF, We have signed this Certificate this 15th day of December, 1998, at Miami, Dade County, Florida.

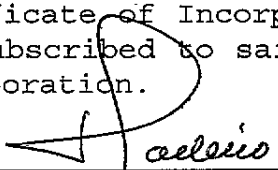

Felipe De Alba
President/Director

Having been named Registered Agent and to accept Service of Process for the above 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 Status relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.


Felipe De Alba

Registered Agent

I HEREBY CERTIFY that in Dade County, Florida, on this 15th day of December, 1998, personally appeared Felipe De Alba, well known to me, who executed this Certificate of Amendment of Certificate of Incorporation, and now acknowledge before me that she subscribed to said Amendment of the aforesaid Certificate of Incorporation.


J. Lodeiro, Notary Public
State of Florida at Large

