

LODEIRO ASSOCIATES INC.
ACCOUNTANTS AND TAX CONSULTANTS

K71888

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

May 25, 2000

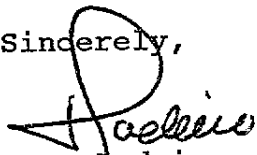
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

We are enclosing the Articles of Amendment of Articles of
Incorporation 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

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90 MAY 30 PM 12:31
TALLAHASSEE, FLORIDA

Amend
Spayre
6/8/00

FILED
00 MAY 30 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

We, the undersigned, Directors of Bachiller Systems, Corp., organized under the Laws of the State of Florida, hereby certifies that:

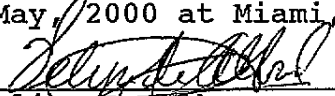
1. The name of the Corporation is Bachiller System, Corp.
2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on March 09, 1993, Document number K71888.

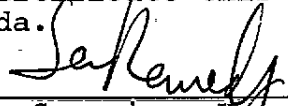
3. That Articles of Incorporation of this Corporation shall be and are amended to read as follows:

A. To accept the resignation of Fausto A. Maldonado, as Vice-President of this corporation.

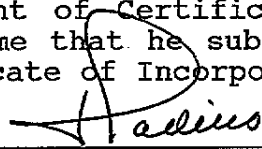
That the above Amendments were adopted and approved unanimously by the Director and Shareholders of this Corporation at a joint meeting of the Directors and Stockholders which was sufficient for approval, held on May 24, 2000

IN WITNESS WHEREOF, We have signed this Certificate this 24th day of May, 2000 at Miami, Dade County, Florida.


Felipe De Alba
President


Severino Kennedy
Secretary

I HEREBY CERTIFY that in Dade County, Florida, on this 24th day of May, 2000, personally appeared Felipe De Alba and Severino Kennedy well known to me, who executed this Certificate of Amendment of Certificate of Incorporation, and now acknowledge before me that he subscribed to said amendment of the aforesaid Certificate of Incorporation.


J. Lodeiro, Notary Public
State of Florida at Large

