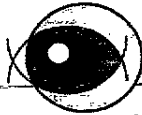


P00000059774

Requester's Name



CAUTUS
Accounting Solutions

1333 South Miami Ave. • Suite 303
Miami, Florida • 33130 #

600004687606--01
-11/19/01--01067--009
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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- | | | |
|-----------------------------------|---------------------------------------------|------------------------------------------------|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait _____ | <input type="checkbox"/> Certificate of Status |
| | <input type="checkbox"/> Photocopy | |

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

*Amend
11-28-01
PKS*

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PRIMERA CLASE INTERNACIONAL, INC.**
(Present name)

P00000059774
(Document Number of Corporation)

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:

Article II PRINCIPAL OFFICE

Delete: 10050 West Bay Harbor Drive, Suite 2G
Bay Harbor Islands, Florida 33154

Add: Cautus Networks Corp.
1333 S. Miami Ave, Suite 303
Miami, FL 33130

Article VII SHAREHOLDER (S)

Delete: Juan Rodolfo Ortiz 49%
Athenea Editores Mercadeo Interactivo y Cia Ltda 27%
Virtual Technologies Mercadeo Interactivo, Ltda. 9%

Add: Juan Rodolfo Ortiz Ocampo 25%
Athenea Editores Mercadeo Interactivo y Cia Ltda 9%
Comercializadora de Medios Impresos Primera Clase Internacional S.A. 51%

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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: N/A

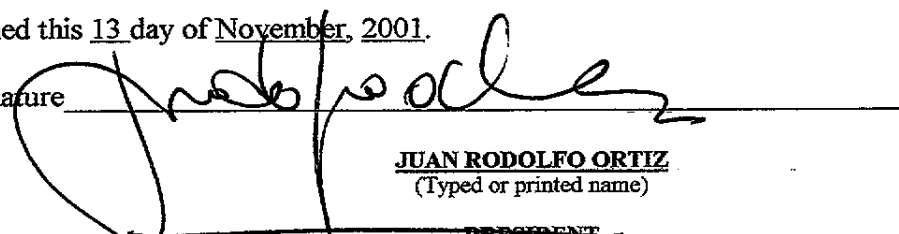
THIRD: The date of each amendment's adoption: November 13, 2001.

FOURTH: Adoption of Amendment(s)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

Signed this 13 day of November, 2001.

Signature _____



JUAN RODOLFO ORTIZ
(Typed or printed name)

PRESIDENT
(Title)