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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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July 27, 2000

Sirs.
**DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
Tallahassee, Florida**

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-07/31/00-01117-021
*****35.00 *****35.00

Dear Sirs:

Enclosed you will find an amendment to be filed before the Division of Corporations. Please send said document to our offices as soon as it is filed to our offices at:

**Ms. Tania A. Mazza-Martinez
MAZZA-MARTINEZ 7& ASSOC., P.A.
782 NW 42 Av. Suite 638.
Miami, Florida 33126.**

Sincerely Yours.


Ms. TANIA A. MAZZA-MARTINEZ
TMM/gr

Amend

V. SHEPARD AUG 4 2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 31 PM 4: 08

ASGARD LIGHT, 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)*

Articles to be amendmend:

"ARTICLE VI: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) officers to hold office until the first annual meeting of stockholders. This officers are name as:

A. ABRAGAM PUIG-MARTI President

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: July 27, 2000

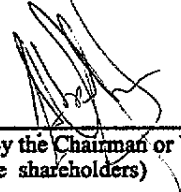
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 27 day of July, 2000, 19 .

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).

Mr. ABRAHAM PUIG-MARTI

Typed or printed name

DIRECTOR

Title