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Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 487-6897

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

RECEIVED
90 NOV -4 PM 3:38
DIVISION OF CORPORATIONS

98 NOV -4 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

BASIC AMENDMENT

MERCEPRO, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 02 |
| Estimated Charge | \$35.00 |

Amendment
11/5/98
DC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MERCEPRO, INC.

FILED
NOV - 4 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE IV. THE AMOUNT OF CAPITAL WILL BE INCREASE IN THE AMOUNT OF \$ 30,000.00 DOLLARS.

ARTICLE XI. - THE NAMES AND STREET ADDRESS OF THE MEMBERS OF BOARD OF DIRECTORS AND OFFICERS ARE:

| | | |
|-------------------|--------------|--------------------------------------|
| FRANCISCO PASCUAL | PRESIDENT | 8616 N.W. 65TH ST MIAMI, FL 33166 |
| JOSE CABEZA | V- PRESIDENT | 8616 N.W. 65TH ST MIAMI, FL 33166 |

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:

Prepared by: M & C Accounting Services, Inc.
P.O. Box 527403
Miami, Fl 33152
(305) 822-4299

THIRD: The date of each amendment's adoption: NOVEMBER 4TH, 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.

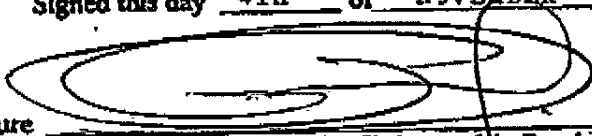
The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ young 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 day 4TH of NOVEMBER, 19 98



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)

FRANCISCO PASCUAL

Typed or printed name

PRESIDENT

Title