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

1. Mercopro, Inc. (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
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 00 JUL 31 AM 10:39
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 DIVISION OF CORPORATE AFFAIRS
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

G. COULLETTE JUL 31 2000

Examiner's Initials _____

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

FILED
00 JUL 31 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Present name)

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

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

ARTICLE VII: BOARD OF DIRECTORS

The name(s) and address(es) of the Member of the Board of Directors are:

CARLOS G. PONCE - PRESIDENT

8616 NW 66TH STREET
MIAMI, FL 33166

FRANCISCO PASCUAL - VICE PRESIDENT

8616 NW 66TH STREET
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.

THIRD: The date of each amendment's adoption: 09/22/98

FOURTH: Adoption of Amendment(s) *Check One*

_____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

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

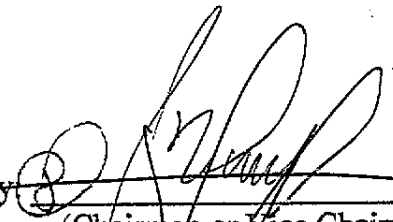
 The amendment(s) was/were approved by the shareholders through a voting group.

(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)

Signed this: 22TH Day of September, 1998

By 

(Chairman or Vice Chairman of the Board of Directors, Presidents or other officer if adopted by the shareholders) Or (A director or incorporator if adopted by the directors of incorporators)

CARLOS G. PONCE

(Type or print name)

President

(Title)