

P00000010801

July 10, 2000

Dept of State
Division of Corporations
P.O Box 6327
Tallahassee, Fl. 32314

Re: Top Two U.S.A., Inc.

000003320820--8
-07/12/00--01037--001
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find an Amendment to the Articles of Incorporation filed in January of this year. Please be advised that we did not receive the form needed to renew the corporation. Were we supposed to get such form? If so, please mail one to us.

The mailing address is 4290 10th Avenue North, # 103, Lake Worth, Fl. 33461.

Also, please be advised that we requested a form to amend the Officers of the corporation. We have not received such at this time. Please mail one to us.

Sincerely,

S. Keller

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 12 AM 11:43

Amend
LFT
7-31-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT

TO

00 JUL 12 AM 11:43

ARTICLES OF INCORPORATION

OF

TOP TWO U.S.A., INC.

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

FIRST: Amendment adopted which changes Article IV All 100 % of the capital stock shall be held by GERMAN INVESTMENT FUND located at 7511 Silverside Rd. # 105, Wilmington, DE 19810

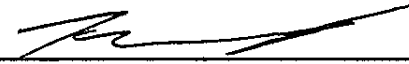
SECOND: Amendment to Article V: Principal Place of Business is now: 1802 North Dixie Highway, Lake Worth, Fl. 33460


The number of votes cast for the amendment were sufficient for approval by board of Direct


The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

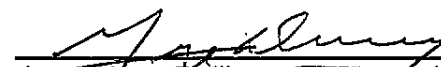
Signed this 8th day of July, 2000

TOP TWO U.S.A., INC.

By 
DIRK JASBERG, President/Incorporator


Olaf Pahnke (Vice-President)


Hans-Reiner Pahnke (2nd Vice-President)


Jorge Jose Dollberg (Treasurer)


Reinhold Nolde (Secretary)