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From: BAKER & HOSTETLER, LLP

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BASIC AMENDMENT

EUROPORT INTERNATIONAL, INC.

Certificate of Status	0
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Amendment  
10/11/01  
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9/28/01

**CERTIFICATE OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
EUROPORT INTERNATIONAL, INC.**

Pursuant to the requirements of Sections 607.1005 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of Amendment to the Articles of Incorporation of EUROPORT INTERNATIONAL, INC. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on June 5, 2001.

1. All the members of the Board of Directors of the Corporation have proposed a change in the capital stock of the Corporation to the Shareholders, and the Board of Directors and Shareholders have unanimously voted to said change. Therefore, Article 4 of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

**"Article 4. Capital Stock:** The aggregate number of shares which the Corporation shall have the authority to issue is One million (1,000,000) shares at a par value of \$0.01 per share."

2. All the members of the Board of Directors of the Corporation have proposed a change in the officers/directors of the Corporation to the Shareholders, and the Board of Directors and Shareholders have unanimously voted to said change. Therefore, Article 7 of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

**"Article 7. Directors/Officers:**

A. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

B. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

C. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

NAME	ADDRESS
Carmen R. Carhuancho Hurtado	4716 Lake Calabay Drive Orlando, Florida 32837
Dojcilo Maslovacic	4716 Lake Calabay Drive Orlando, Florida 32837

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D. The names and mailing addresses of the persons who shall serve as officers of the Corporation until the first annual meeting of the Board of Directors and until their successors are elected and qualified, or until their resignation or removal pursuant to the Bylaws of the Corporation are as follows:


NAME	ADDRESS
Carmen R. Carhuancho Hurtado President	4716 Lake Calabay Drive Orlando, Florida 32837
Dojcilo Maslovaric Vice President, Secretary and Treasurer	4716 Lake Calabay Drive Orlando, Florida 32837"

3. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

4. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all of the members of the Board of Directors and all of the Shareholders of the Corporation on the 28th day of September, 2001, and the number of votes cast for such amendment was sufficient for approval.

DATED this 28th day of September, 2001.

EUROPORT INTERNATIONAL, INC., a  
Florida corporation

By:   
Carmen Carhuancho  
As Its: President

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