



ACCOUNT NO. : 072100000032

REFERENCE :

636968

81502A

AUTHORIZATION

COST LIMIT

ORDER DATE: December 16, 1997

ORDER TIME: 10:14 AM

ORDER NO. : 636968-005

CUSTOMER NO: 81502A

800002373178--1 CUSTOMER: William C. Lewis, Jr., Esq William C. Lewis, Jr., Esq

Suite 1707

9100 South Dadeland Boulevard

Miami, FL 33156-7817

DOMESTIC AMENDMENT FILING

NAME:

PICPAN, INC. (CHARTER NO.

4-84553)

EFFICTIVE DATE:

XXXX ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

97 DEC 16 PH 4: 36

SECRETARY OF STATE TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

PICPAN, INC. (Charter No. 4-84553)

1. Article VII of the Articles of Incorporation of Picpan, Inc. is hereby amended as follows:

"Articles VII Directors

The initial Board of Directors shall consist of three (3) members. The number of directors may be increased or decreased from time to time by vote of the Stockholders, but in no case shall the number of directors be less than one (1) or more than seven (7)."

2. The foregoing amendment was unanimously adopted by the Shareholders and Board of Directors of this corporation on December 6, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 6th day of December, 1997.

Fernando Caballero, President

Fernando Caballero, Secretary

STATE OF FLORIDA

: SS.

COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Fernando Caballero, the President and Secretary, of Picpan, Inc., known to me and know by me to be the person who executed the foregoing Articles of Amendment to the Articles of Incorporation, and he acknowledged before me that they executed the Articles of Amendment to the Articles of Incorporation. Fernando Caballero is personally known to me.

Dated December 6, 1997.

Notary Public

C. Lewis V-

State of Florida at Large My Commission Expires:_

PICPAN AMEND.01 WILLIAM C. LEWIS, JR. MY COMMISSION # CC 446191 EXPIRES: April 25, 1999 Bonded Thru Notary Public Underwriters