

LUIS A. FORS
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June 28, 1999

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Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: Amendment to Articles of BERMARY, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation of Bermery, Inc., and our client's check payable to Secretary of State in the amount of \$35.00.

If there are any other requirements, please do not hesitate to contact us.

Thank you.

Sincerely yours,

LUIS A. FORS

LAF:ml
Enclosures

Amend

S. PAYNE JUL 8 1999

FILED
99 JUL -2 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF BERMARY, INC.**

FILED
99 JUL -2 PM 3: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FIRST: Amendments adopted:

Article III is amended to read: "The capital stock of this corporation shall be One Hundred shares, \$1.00 par value.

Article VI is amended to read: "The principal place of business of said corporation shall be at 8758 S.W. 8th Street, Miami, Florida 33174."

Article VIII is amended to read: "The names and post office addresses of the Board of Directors of this corporation shall be: Georgina Ballina, 8758 S.W. 8th Street, Miami, Florida 33174, and Lourdes B. Gomez, 8758 S.W. 8th Street, Miami, Florida 33174."

Article XII is amended to read: "The registered agent of the Corporation shall be: Georgina Ballina, and the registered agent's address shall be at 8758 S.W. 8th Street, Miami, Florida 33174."

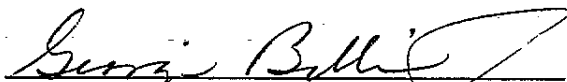
SECOND: The foregoing amendments were adopted on April 23, 1999.

THIRD: Bernardo Ballina resigned as officer and director of the corporation.

FOURTH: The amendments were approved by all the remaining shareholders/directors.

We, the undersigned shareholders/directors, do hereby adopt the foregoing amendments to the Articles of Incorporation of Bermary, Inc.

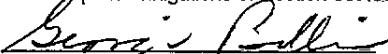
Dated: April 23, 1999.



GEORGINA BALLINA


LOURDES B. GOMEZ

Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, I Georgina Ballina, accept the appointment as registered agent. I am familiar with, and accept the obligations of Section 607.0505, Florida Statutes.



GEORGINA BALLINA