

LUIS A. FORS
Attorney at Law

508631

June 27, 2001

Bureau of Corporate Records
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Bermery, Inc.

400004456714--3
-07/02/01--01114--005
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Amendment to Articles of Incorporation of Bermery Inc., reflecting changes. Also enclosed is our firm's check in the amount of \$35.00 representing filing fee.

Please file the original copy and forward undersigned a "clocked-in" copy in the enclosed self-addressed stamped envelope.

Sincerely yours,

LUIS A. FORS

LAF:ml
Enclosures

FILED
01 JUL -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

11890 S.W. 8th Street, Penthouse 6
Miami, Florida 33184
305-559-1948

T BROWN JUL - 9 2001

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

FILED
01 JUL -2 PM 3: 50
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 VIII is amended to read: "The names and post office addresses of the Board of Directors of this corporation shall be: Lourdes Ballina, 8758 S.W. 8th Street, Miami, Florida 33174."

Article XII is amended to read: "The registered agent of the Corporation shall be: Lourdes 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: Georgina Ballina resigned as officer and director of the corporation.

FOURTH: The amendments were approved by all the remaining shareholders/directors., LOURDES BALLINA, who holds 90% of the shares of the corporation and the number of votes cast were sufficient for approval.

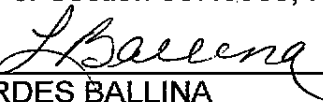
We, the undersigned shareholders/directors, do hereby adopt the foregoing amendments to the Articles of Incorporation of Bermary, Inc.

Dated: June 15, 2001.



LOURDES BALLINA

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



LOURDES BALLINA