

Y & A PROFESSIONAL SERVICE, INC
12360 S.W. 132 CT. # 210- MIAMI, FL. 33186
Telephone # 305-971-3340 = Fax # 305-971-3345

F 79791

Miami, June 16, 1998

800002565558--2
-06/19/98-01070-012
*****35.00 *****35.00

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of
Articles of Incorporation of

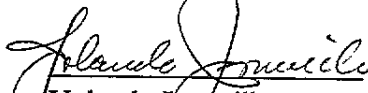
ILMAR TRADING CORPORATION

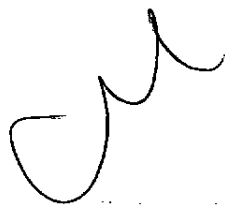
Please send the amendment to :

Y & A Professional Service, Inc.
12360 S.W. 132 Ct., Suite 210
Miami, Florida 33186

APPROVED
AND
FILED
98 JUN 19 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely yours:


Yolanda Jaramillo
Accountant


3P8
Amend
F-79791
6-19-98

**THIRD CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
ILMAR TRADING CORP.,**

All the Stockholders of ILMAR TRADING CORP., a Florida Corporation under its corporate seal and the hand of its President, Luis A. Caceres, here by certify as follows:

CLAUSE I

That all the Shareholders of ILMAR TRADING CORP., in response to a call and notice of meeting, held on June 10, 1998 at 12360 S.W. 132 Ct., Suite 210, Miami, Fl. 33186, the place of the principal office and the Registered office, at which meeting the 80% of the shareholders were present, that a resolution was unanimously approved and adapted amending Article VIII of Incorporation to read as follow:

**ARTICLE VIII
NEW BOARD OF DIRECTOR AND SHARES**

Upon motion duly made, was unanimously approved a change in the Board of Directors of the corporation as follows:

The Capital Stock of the corporation consists of 500 shares of \$ 1.00 dollar per value.

Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
LUIS A CACERES President	9709 N.W. 6 LANE Miami, Fl. 33172	-20%-
ILMA RODRIGUEZ DE CACERES Vice-President	9709 N.W. 6 LANE Miami, Fl. 33172	-20%-

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TALLAHASSEE, FLORIDA

JACKELINE CACERES
Secretary / Treasurer

9709 N.W. 6 LANE
Miami, Fl. 33172

-20%

PABLO A. CACERES
Director

9709 N.W. 6 LANE
Miami, Fl. 33172

-20%

FREDDY CACERES
Director

9709 N.W. 6 LANE
Miami, Fl. 33172

-20%

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day June 10, 1998 Miami, Florida.

ILMAR TRADING CORP.,
A Florida Corporation

SECRETARY OF STATE
TALLAH SSEE, FLORIDA

98 JUN 19 AM 9:41

APPROVED
AND
FILED

LUIS ALFONSO CACERES
President

Attested By:

Jackeline Caceres
JACKELINE CACERES
Sec/Trea.

STATE OF FLORIDA)

) S.S.

COUNTRY OF DADE)

I HEREBY CERTIFY that on this day June 10 1, 1998 Before me personally appeared the under signed authority LUIS ALFONSO CACERES AND JACKELINE CACERES AS President and Secretary respectively of ILMAR TRADING CORP. and they acknowledged that they executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County.

