



F960000001813
pacoGROUP

Innovations in Project Delivery sm

5001 SW 74th Ct.
Suite 204
Miami, FL 33155
tel: 305.666.3456
fax: 305.666.8217

June 10, 1999

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JUN 18 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: NAME CHANGE

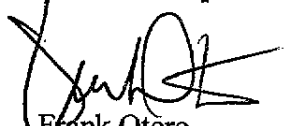
Dear Sir or Madam:

Attached you will find the Application By Foreign Profit Corporation To File Amendment stating the name change of our company from Professional Assistance and Consulting Incorporated to PACO Group. We are also sending you the Certificate of Amendment.

A check for the sum of forty-three dollars and seventy five cents (\$ 43.75) covering the filing fee and the certified copy fee (optional) is enclosed.

Should you need any assistance or need more information please call me at (305) 666-3456 or by mail at 5001 S.W 74th Court, Suit 200 Miami, Fl 33155.

Sincerely,
PACO, Group


Frank Otero
President

Handwritten notes:
NK
6-22-99
RHS

500002908835--3
-06/18/99-01063-018
*****43.75 *****43.75

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. PROFESSIONAL ASSISTANCE & Consulting Company of NY, Inc.
Name of corporation as it appears on the records of the Department of State.
2. New York 3. April 11, 1996
Incorporated under laws of Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? April 10, 1998
5. PACO GROUP, Inc.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
6. If the amendment changes the period of duration, indicate new period of duration.
N/A
New Duration
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.
N/A
New Jurisdiction

 6/10/99
Signature Date

FRANK OTEW PRESIDENT / CEO
Typed or printed name Title

FILED
99 JUN 18 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 02 1999



Special Deputy Secretary of State

1080410000506 DIV-11

CERTIFICATE OF AMENDMENT

OF THE CERTIFICATE OF INCORPORATION OF
PROFESSIONAL ASSISTANCE & CONSULTING COMPANY OF N.Y. INC.

under Section 805 of the Business Corporation Law

I, THE UNDERSIGNED, Frank Otero, Being the President and the Secretary of Professional Assistance & Consulting Company of N.Y. Inc., do hereby certify and set forth:

(1) The name of the Corporation is:

PROFESSIONAL ASSISTANCE & CONSULTING COMPANY OF N.Y. INC.

(2) The Certificate of Incorporation of said Corporation was filed by the Department of State of the State of New York on the 22nd day of June, 1992.

(3) The following was authorized by the Sole Director and Sole Shareholder, holder of all outstanding shares of stock which have authority to vote.

(a) To amend the Certificate of Incorporation as to change the name of the Corporation to PACO Group, Inc.

Paragraph 1 of the Certificate of Incorporation is hereby amended to read as follows:

"(1)" The name of the Corporation is:

PACO Group, Inc.,

(b) To change the Post Office address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon him.

Paragraph 5 of the Certificate of Incorporation is changed to read as follows:

"(5)" The Secretary of State of the State of New York is designated as the agent of the corporation upon whom process against it may be served, and the post office address to which the Secretary of State shall mail a copy of any such process served upon him is:

C/O The Corporation
Two World Trade Center, Suite 1834
New York, New York 10048

IN WITNESS WHEREOF, I have signed this certificate on this
9th day of April, 1998, and affirm the statements made herein as true,
under penalties of perjury.

s/ Frank Otero
Frank Otero, President/
Sole Shareholder

2

980410000506 DIV-11

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
PROFESSIONAL ASSISTANCE & CONSULTING COMPANY OF N.Y. INC.

under Section 805 of the Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED APR 10 1999

TAX \$

BY: PEM

QUEENS Co.

Filed by: Jerry Joseph
Diversified Corporate Services

41 State Street, Suite 515
Albany, New York 12207

BILLED

3

980410000523