

G63969



ACCOUNT NO. : 072100000032

REFERENCE : 519154 7200019

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizit

ORDER DATE : December 16, 1999

ORDER TIME : 1:29 PM

ORDER NO. : 519154-005

CUSTOMER NO: 7200019

CUSTOMER: Mr. Garth Scott
Inter-caribbean Trading, Corp.
Suite 207b
7800 Southwest 57th Ave.
Miami, FL 33143

100003073241--5

DOMESTIC AMENDMENT FILING

NAME: INTER CARIBBEAN TRADING
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
99 DEC 16 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 DEC 16 PM 3:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AJR
12/17/99

FILED
99 DEC 16 PM 5:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

INTER CARIBBEAN TRADING CORPORATION

Pursuant to Section 607.1006, Florida Statutes (1997), the following Articles of Amendment are hereby filed on behalf of Inter-Caribbean Trading Corporation (the "Corporation"):

Article 1

Article IV of the Corporation's Articles of Incorporation is hereby amended as follows:

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be 10,000,000 shares of common stock, no par value.

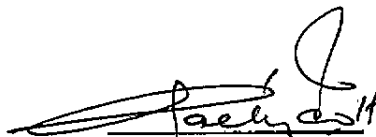
Article 2

This amendment was made and adopted by the Board of Directors of the Corporation on September 28, 1999, and 100 percent of the shareholders of the corporation approved of and adopted the amendment pursuant to a Board of Directors' and Shareholders' Joint Written Consent to Action dated September 28, 1999.

Article 3

The amendment shall be effective on September 28, 1999.

IN WITNESS WHEREOF, the undersigned, as Director/President of the Corporation, has executed these Articles of Amendment this 28 day of September 28, 1999.



Garth Scott
Director/President

INTER CARIBBEAN TRADING CORPORATION

**BOARD OF DIRECTORS' AND SHAREHOLDERS' JOINT
WRITTEN CONSENT TO ACTION**

Pursuant to Sections 607.0704 and 607.0821 and of the Florida Business Corporation Act, the undersigned, being the sole members of the Board of Directors and holders of 100 percent of the outstanding shares of capital stock of Inter-Caribbean Trading Corporation, a Florida corporation organized under the laws of the State of Florida (hereinafter the "Corporation"), do hereby consent to and approve the following actions in lieu of holding a special meeting of the board of directors and shareholders:

RESOLVED, that the Corporation has determined to increase the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time to 10,000,000 shares of common stock, no par value.

FURTHER RESOLVED, that notice has been given pursuant to § 607.0704(3), Florida Statutes, to all shareholders who have not consented in writing or who are not entitled to vote on the action taken herein.

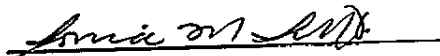
IN WITNESS WHEREOF, the undersigned, constituting the sole members of the Board of Directors and holders of 100 percent of the outstanding shares of capital stock of the Corporation, have executed this written consent to action as of September 28, 1999.



Garth Scott
President/ Director/Shareholder

Sept. 28, 1999

Date



Sonia Scott
Secretary/Vice-President/ Director/Shareholder

Sept. 28, 1999

Date