

Y & A PROFESSIONAL SERVICE, INC.

Accounting  
Corporations  
Income Tax  
Translations  
Notary Public  
Business Planning

Payroll  
Accounts Recv.  
Software  
Computers  
Tax Planning

*K* 41095  
Miami, 1997

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: Y & A PROFESSIONAL SERVICE, INC.

Please send the amendment to :

Y & A Professional Service, Inc.  
4995 N.W. 72 AVE SUITE #201  
Miami, Florida 33166

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 NOV -3 PM 1:50

APPROVED  
AND  
FILED

Sincerely yours:

*Yolanda Jaramillo*  
Yolanda Jaramillo  
President

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-11/03/97--01125--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

*OK*  
*Kr/1095*  
*Amend*  
*3 pgs*  
*11-3-97*

**FIRST CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
Y & A PROFESSIONAL SERVICE, INC.**

All the Stockholders of Y & A PROFESSIONAL SERVICE, INC., a Florida Corporation under its corporate seal and the hand of its President, Yolanda Jaramillo, here by certify as follows:

**CLAUSE I**

That all the Shareholders of Y & A PROFESSIONAL SERVICE, INC. in response to a call and notice of meeting, held on September 30, 1997 at 4995 N.W. 72 AVE. # 201,, Miami, Fl. 33166, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles VII and VIII of Incorporation to read as folloing:

**ARTICLES VII AND VIII  
NEW BOARD OF DIRECTORS AND SHARES**

Upon motion duly made, was approved that AMANDA JARAMILLO, resigned from the Board of Directors of the Corporation, and the name of EDNA M. RAMIREZ was appointed as Secretary of the Board directors of the corporation.

The capital stock of the corporation consists of 100 shares of \$ 10.00 dollar per value. Not been any other changes, the new Board of Directors will read as follows:


NAME & TITLE:	ADDRESS:	SHARES
YOLANDA JARAMILLO President	20414 S.W. 83 AVE. Miami, fl. 33189	- 50.%-
EDNA M. RAMIREZ Secretary	20414 S.W. 83 AVE. Miami, Fl. 33189	- 50.%-

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

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 Sept. 29, 1997 at Miami, Florida -----

Y & A PROFESSIONAL SERVICE, INC.  
a Florida Corporation

  
YOLANDA JARAMILLO  
President

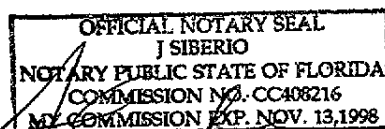
STATE OF FLORIDA )

) S.S.

COUNTY OF DADE )

I HEREBY CERTIFY that on this day SEPT. 30, 1997, before me personally appeared the under signed authority YOLANDA JARAMILLO as President of Y & A PROFESSIONAL SERVICE, INC. and she acknowledged that she 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



NOTARY PUBLIC