

K41095

Miami, January 13, 1998

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

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-01/20/98--01162--002
*****35.00 *****35.00

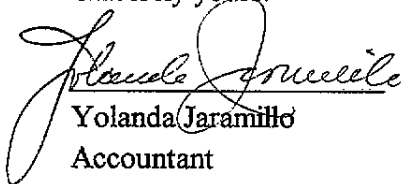
Gentlemen:

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.
12360 S.W. 123 Ct., Suite 210
Miami, Florida 33186

Sincerely yours:


Yolanda Jaramillo
Accountant

FILED
98 JAN 20 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 1/22

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

FILED
98 JAN 20 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 January 12, 1998 at 12360 S.W. 132 Ct. suite # 210, Miami, Florida 33186, 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 DIRECTOR AND SHARES**

Upon motion duly made, was approved that EDNA M. RAMIREZ, resigned from the office of Directors of the Corporation, and the names of PEGGY A. FERNANDEZ AND LIMA M. CORREA, were appointed as officers of the Corporation.

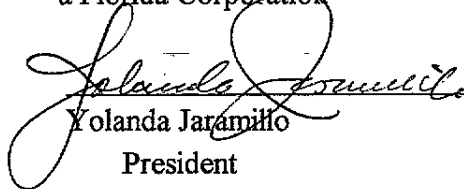
The Capital Stock of the corporation consists of 1000 shares of \$ 1.00 dollar per value.

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

NAME & TITLE:	ADDRESS:	SHARES
YOLANDA JARAMILLO President	20414 S.W. 83 AVENUE Miami, Fl. 33189	33.34%
PEGGY FERNANDEZ Secretary	961 N.W. 134 AVENUE Miami, Fl. 33152	33.33%
LINA M. CORREA Treasurer	13600 S.W. 182 STREET Miami, Fl. 33177	33.33%

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 January 12, 1998 Miami, Florida -----

Y & A PROFESSIONAL SERVICE, INC.
a Florida Corporation


Yolanda Jaramillo
President

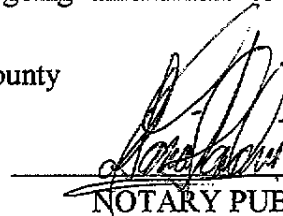
STATE OF FLORIDA)


) S.S.


COUNTY OF DADE)

I HEREBY CERTIFY that on this day January 12, 1998 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

 Maria N. Carcheri
My Commission CC643892
Expires May 01, 2001

 Maria N. Carcheri
My Commission CC643892
Expires May 01, 2001