P0000010162

Miami, Florida, March 1, 2000

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Division of Corporations Tallahassee, Fl

Gentlemen:

I am sending you a change on my client TOP NET CORP
I will appreciate if you forward the papers to me
as soon as you file them.

Very truly yours

2961 S.W. 15th St. ...

Miami, Fl 33145

Telephone 305-448-5400

Amend.

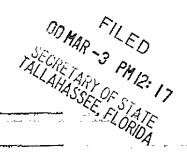
ARTICLES OF AMENDMENT

OT

ARTICLES OF INCORPORATION

OF

TOP NET CORP.



(present name)

Pursuant to the provisions of section 607.1006. Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE VII WILL BE CHANGED:

Astrid Gotthold Mezzini, Vice President and Secretary will be deleted, she will not longer be Director of this Corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

HIHUD: The	e date of each amendment's adoption: Leb. 28,2000
	option of Amendment(s) (check one)
The amen	idment(s) was/were approved by the shareholders. The number of vote e amendment(s) was/were sufficient for approval.
The amer	ndment(s) was/were approved by the shareholders through voting groups
7 v	he following statement must be separately provided for each oting group entitled to vote separately on the amendment(s):
H:	The number of votes east for the amendment(s) was/were sufficient for approval by
•	(voling group)
The ame	endment(s) was/were adopted by the board of directors without lder action and shareholder action was not required.
The amendion a	endment(s) was/were adopted by the incorporators without shareholder nd shareholder action was not required.
Slgue	Signature. X (By the Chaliman of the Board of Directors, President or other officer fledopted by the shareholders) Officer if adopted by the directors) Officer if adopted by the incorporators)
	HECTOR M. REGUEIRA
	Typed or printed name
	PRESIDENT
	7100