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April 3, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

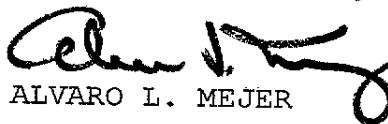
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Re: Baci Wear International, Inc.

Dear Sirs:

Enclosed please find a copy of Articles of Amendment to Articles of Incorporation of Baci Wear International, Inc. together with our check of \$35.00.

Sincerely,


ALVARO L. MEJER

FILED
00 APR -5 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ALM\jm
Enclosure

jocy\ltrs00\00-3340-001

Amend
LFS
4-13-2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
00 APR -5 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BACI WEAR INTERNATIONAL, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 III- Purpose is Amended to read:

To engage in any activity or business permitted
under the laws of the United States and of the
State of Florida.

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:

THIRD: The date of each amendment's adoption: April 3, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)


- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3 day of April, 2000

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ALVARO L. MEJER

Typed or printed name

INCORPORATOR

Title