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May 12, 2000

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: CEYM, Inc.
Our File No. : 5018-0098

300003252843--9
-05/15/00--01134--009
*****35.00 *****35.00

To Whom It May Concern:

Enclosed herewith please find the Articles of Amendment to Articles of Incorporation of CEYM, Inc., along with our firm's check number 8173 in the amount of \$35.00.

Should you have any questions with regard to the foregoing, please do not hesitate to call.

Very truly yours,

McLUSKEY McDONALD & PAYNE, P.A.

Roberto M. Ureta
Roberto M. Ureta
For The Firm

RMU/mpi
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

300000030824
Amend 04
4/28 5-15-00

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CEYM, INC.

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: Amendments adopted:

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

8442 N.W. 58TH Street
Miami, Florida 33166

ARTICLE VIII

DIRECTORS

(1) The business of this corporation shall be conducted by a Board of Directors consisting of one (1) or more Directors, who shall be elected in accordance with the By-Laws.

(2) Members of the Board of Directors or an Executive Committee of such Board will be deemed present and may conduct business at any meeting of such Board or Committee by means of a conference telephone or similar communication equipment if such so that all persons participating in the meeting can hear each other.

(3) The name and street address of the members of the Board of Directors of this corporation who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE COLLADO PERIS President	Cdla, Nueva Kennedy Av. Olimpo #211 y Calle E. P O Box 16498 Guayaquil, Ecuador

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TALLAHASSEE, FLORIDA

JUAN ZUNIGA BRIONES
Vice President

Cdla, Nueva Kennedy Av. Olimpo
#211 y Calle E.
P O Box 16498
Guayaquil, Ecuador

HUGO PACHECO,
Vice President

Cdla, Nueva Kennedy Av. Olimpo
#211 y Calle E.
P O Box 16498
Guayaquil, Ecuador

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOSE COLLADO PERIS	Cdla, Nueva Kennedy Av. Olimpo #211 y Calle E. P O Box 16498 Guayaquil, Ecuador
JUAN ZUNIGA BRIONES	Cdla, Nueva Kennedy Av. Olimpo #211 y Calle E. P O Box 16498 Guayaquil, Ecuador
HUGO PACHECO,	Cdla, Nueva Kennedy Av. Olimpo #211 y Calle E. P O Box 16498 Guayaquil, Ecuador

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TALLAHASSEE FLORIDA

SECOND: This amendment does not provide for an exchange, reclassification or cancellation of issued shares, therefore provisions for implementing the amendment are not necessary.

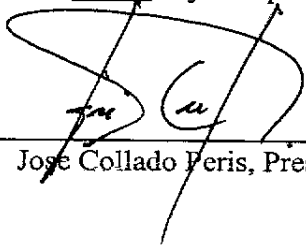
THIRD: The date of each amendment's adoption is April 10, 2000.

*Articles of Amendment to Articles of Incorporation
of CEYM, INC.*

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FOURTH: The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this _____ day of April, 2000.

By:  _____ (SEAL)
Jose Collado Peris, President and Director

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TALLAHASSEE, FLORIDA