.TALIESON ADVISORY CORP.

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accounting * takes * consulting * systems

P00000031465

February 19, 2001

Secretary of State Division of Corporations Florida Department of State P. O. Box 6327 Tallahassee, FL 32314

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Dear Sir or Madam:

Enclosed please find the articles of amendment to WHATEVER.COM, INC., document #P00000031465, along with the check for \$ 43.75 to cover the fees.

Should you have any questions, please contact us at your convenience at (305)412-9181

Thank you for your attention to this matter.

Sincerely,

Yolanda Duran

Accountant

FEB 22 PM 3: 29

LAHASSEE, FLORIDA

6000000 Mg 3 39

10300 Sunset Dr. Suite # 435 Miami, FL 33173 Phone: 305-412.9181 Fax: 305-412.0870

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF WHATEVER.COM, 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: Amendment(s) adopted:

ARTICLE 1:

The principal place of business and mailing address of this corporation shall

7311 NW 12 Street, Suite 22 Miami, FL 33126

ARTICLE VII:

The names and addresses of the subscribers to these articles of incorporation and the number of shares of common stock they agree to take are:

Mauricio Moreno

Calle 79 # 8-21, Apt 203

50% 500 shares

Bogota, Colombia

Mauricio Lopez Espinosa

Calle 88 # 6-33, Apt. 601

50% 500 shares

Bogota, Colombia

SECOND: The date of each amendment's adoption: February 15, 2001

THIRD: The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment (s) was/were sufficient for approval.

Signed this 19 day of February, 2001

President- Nicolas Hoyos

Signature