

P00000046724

GPROXY, INC.

1915 Brickell Ave., TH18, Miami, FL 33129

FILED

01 APR -9 PM 3:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 10, 2001


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*****43.75 *****43.75

Enclosed please find the Articles of Amendment for the above named corporation.

Please provide us with a certified copy of the amendment.

Enclosed find a check for \$43.75.

Should you have any questions please contact us at (305) 718-4885.


Claudia Veronica Alvarez
President

Amend
4-13-01
DMS

GPROXY, INC.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GPROXY, INC.

FILED

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— SECRETARY OF STATE
— TALLAHASSEE, FLORIDA

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 adopted:

AMENDMENT 1

The address of the principal office of this Corporation is:

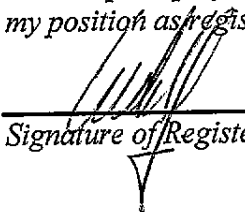
1925 Brickell Ave., TH18
Miami, Fl 33129

AMENDMENT 2

The name and address of the registered agent and office is:

Claudia Veronica Alvarez
1925 Brickell Ave., TH18
Miami, Fl 33129

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Signature of Registered Agent

MARCH, 25, 2001

Date

AMENDMENT 3

The names, addresses, and offices of the Officers who will serve until the next election or appointment under these Articles of Incorporation are:

Claudia Veronica Alvarez
1925 Brickell Ave., TH18
Miami, Fl 33129

President/Vice President/Treasurer/Secretary

AMENDMENT 4

The Board of Directors shall consist of a total of one person and the names and addresses of the persons who are to serve as directors are:

Claudia Veronica Alvarez
1925 Brickell Ave., TH18
Miami, Fl 33129

SECOND:

The following shares of common stock have been cancelled:

Mario H. Colla	18,000,000 shares
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The following shares of common stock have been issued:

Claudia Veronica Alvarez	65,000 shares
Clater S.A. (a foreign Corporation)	35,000 shares

The names of the subscribers of the shares of common stock and the number of shares of stock each agrees to take after this amendment are as follows:


Claudia Veronica Alvarez	65,000 shares
Clater S.A. (a foreign Corporation)	35,000 shares

THIRD: The date of each amendment's adoption: 3-25-01

FOURTH: Adoption of Amendments:

 The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 25 day of MARCH, 2001.



Signatures

Claudio V. Nunez
Typed or printed names

PRESIDENT

Title