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BASIC AMENDMENT

PROTABACO S.A., CORP.

Certificate of Status	0
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AMEND
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Prepared By:
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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FROTABACO S.A., CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that:

FIRST: THE FOLLOWING SHALL BE REMOVED OF THE AFOREMENTIONED CORPORATION:

MAZAL NINIO

VICE PRESIDENT,
TREASURER, SECRETARY &
DIRECTOR.

6405 NW 36 Street, Ste 107
Miami, FL 33166

SECOND: THE FOLLOWING SHALL BE THE ONLY OFFICER AND THE NEW ADDRESS OF THE AFOREMENTIONED CORPORATION:

ELIXAHU NINIO

PRESIDENT, VICE
PRESIDENT, TREASURER,
SECRETARY & DIRECTOR.

6595 NW 36TH STREET, STE 101-B
MIAMI, FL 33166

THIRD: THE FOLLOWING SHALL BE REMOVED AS REGISTERED AGENT OF THE AFOREMENTIONED CORPORATION:

Leonardo A. Roth, Esq.
c/o Roth, Rousso & Benjamin, P.A.
9350 S. Dixie Hwy, PH 2
Miami, FL 33156

FOURTH: THE FOLLOWING SHALL BE THE NEW REGISTERED AGENT OF THE AFOREMENTIONED CORPORATION:

Mark E. Rousso, Esq.
Roth, Rousso & Darrach, P.A.
3440 Hollywood Blvd, Ste 360
Hollywood, FL 33021

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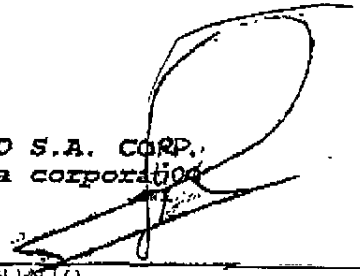
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- FIFTH: THE DATE OF THE AMENDMENT'S ADOPTION WAS July 12, 2001.
- SIXTH: THE AMENDMENT WAS ADOPTED BY THE BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

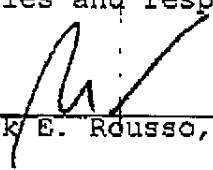
Signed this July 12, 2001.

PROTABACO S.A. CORP.,
a Florida corporation



ELIYAHU NEMO
President & Director

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.



Mark E. Rousso, Esq.

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