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Gentlemen:

Please send acknowledgement to our attention.

Sincerely,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P000000062831
 Ann'd 9-25-00
 JPB

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
FALCONIS INC.

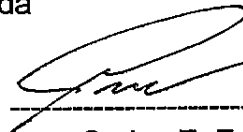
We, the undersigned, directors of Falconis Inc., organized under the laws of the State of Florida, hereby certify:

1. The name of the corporation is FALCONIS INC.
2. The Certificate of Incorporation of this Corporation was filed in the Office of the Secretary of State of Florida on June 28, 2000, document number P00000062831.
3. That articles of Incorporation of this Corporation shall be and are amended to read as follows:
 - A. To accept the resignation of Lolita Veintemilla as officer and director of Falconis Inc.
 - B. To accept the appointment of Carlos E. Falconi as officer and Director.
 - C. That the above amendments were adopted and approved unanimously by the directors and shareholders of this corporation at a joint meeting of the directors and shareholders which was sufficient for approval, held on September 18, 2000.

IN WITNESS WHEREOF, We have signed this Certificate this 18 day of September, 2000 at Miami-Dade-County, Florida



Maria D. Falconi
Director

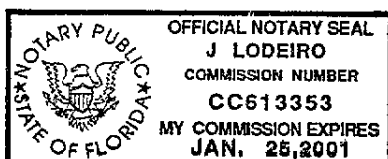


Carlos E. Falconi
Director

I HEREBY CERTIFY that in Miami-Dade County, Florida, on this 18 day of September, 2000, personally appeared Maria D. Falconi & Carlos E. Falconi, well known to me, who executed this Certificate of Amendment of Certificate of Incorporation, and now acknowledge before me that they subscribed to said Amendment of the aforesaid Certificate of Incorporation.



Notary Public
State of Florida at Large



SECRETARY OF STATE
MIAMI, FLORIDA
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FILED