

P000000085682

TOTAL DESIGN SYSTEMS, Inc.
8130 N.W. 67 Street • Miami, FL. 33166

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*****35.00 *****35.00

RECEIVED
00 OCT 25 AM 11:19
DIVISION OF CORPORATIONS

FILED
00 OCT 27 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

*OK to add
Shareholder approval
not req.*

S. PAYNE OCT 27 2000

FILED

00 OCT 27 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Total Design Systems, Inc
(present name)

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: *(indicate article number(s) being amended, added or deleted)*

*See Attached written Consent of the
Board of Directors of Total Design
Systems, Inc.*

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

Shareholder approval was not required.

**WRITTEN CONSENT OF THE BOARD OF DIRECTORS
OF TOTAL DESIGN SYSTEMS, INC
IN LIEU OF THE ORGANIZATIONAL MEETING**

The undersigned being all of the members of the Board of Directors of Total Design Systems, Inc. (the "Corporation") adopts the following resolution by written consent:


Elections of Officers

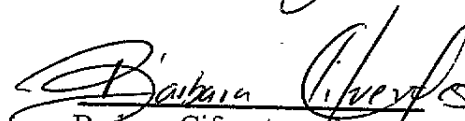
Resolved, that the following persons be, and they hereby are, elected to the corporate offices indicated opposite their names, to serve for the term provided in the Bylaws, and until their successor(s) are elected and qualified, or until their earlier death, resignation, or removal from office:

Humberto Cifuentes
Barbara Cifuentes

President
Secretary/Treasurer

In witness whereof, the undersigned directors have executed this consent effective as of the 27 day of September, 2000.


Humberto Cifuentes


Barbara Cifuentes