



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

P00000110021

August 27, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):
 Cardif Holdings, Incorporated

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

FILED
 2002 AUG 27 AM 10:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

RECEIVED
 02 AUG 27 AM 10:06
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

300007366343-4
 08/27/02--01025--004
 *****35.00 *****35.00

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CARDIF HOLDINGS, INC.**

**FILED
2002 AUG 27 AM 10:33
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:

1. Article VII of the Articles of Incorporation of CARDIF HOLDINGS, INC. is hereby amended to correct the spelling of the names of the directors and shall read:

This Corporation shall have six (6) directors. The number of directors may be increased from time to time by the By-Laws, but shall never be less than six. The name and address of the directors of this Corporation are as follows:

Manuel J. Millor
151 Paloma Drive
Coral Gables, Florida 33143

Christopher J. Schwick
Pinnacle House, A1 Barnet Way
Borehamwood, Hertfordshire WD6 2XX, England

Norman A. Shuker
Pinnacle House, A1 Barnet Way
Borehamwood, Hertfordshire WD6 2XX, England

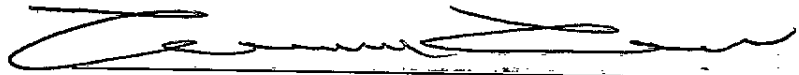
Anthony Dreyer
Pinnacle House, A1 Barnet Way
Borehamwood, Hertfordshire WD6 2XX, England

Pierre de Villeneuve
4, rue des Freses Caudron
92858 Rueil Malmaison Cedex – France


Gerard Binet
4, rue des Freses Caudron
92858 Rueil Malmaison Cedex – France

2. The foregoing Amendment was adopted by the unanimous written consent of the Shareholders and Directors of this Corporation on the 20th day of July, 2002.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment, this 22-day of August, 2002.



President *MANUEL J. MILLOR*



Secretary *MANUEL J. MILLOR*