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October 25, 2001

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Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

RE: CUBIC ENTERPRISES, INC.

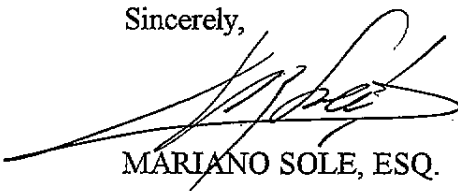
Dear Sirs:

Enclosed please find original and one copy of the Articles of Amendment of the above referenced showing election of Directors and officers and issuance of shares.

I am also enclosing a check in the amount of \$ 35.00 to cover filing fees.

Thank you for your cooperation in this matter. I am also enclosing a self-addressed envelope for your convenience in returning a confirmed copy of said articles.

Sincerely,


MARIANO SOLE, ESQ.

MS\nc

Enclosures

FILED
01 OCT 29 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN OCT 31 2001

Amend

ARTICLES OF AMENDMENT
CUBIC ENTERPRISES, INC.

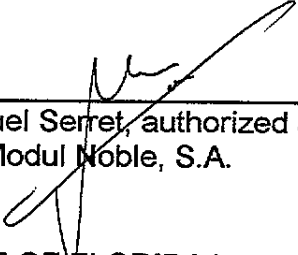
The majority of the shareholders of **CUBIC ENTERPRISES, INC.** pursuant to Fla.Stat. Section 607.1003, file this Articles of Amendment and state,

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01 OCT 29 PM 3: 50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1) That CUBIC ENTERPRISES, INC., from hereinafter referred to as the Corporation, is a Florida corporation, under Charter P6000114703 authorized to do business and doing business in Dade County, Florida.
- 2) That Sandra Novo and Lino L. Novo are the incorporators of the Original Articles of Incorporations.
- 3) That shares of the corporation were not issued prior to this date.
- 4) That the number of votes cast in order to approve this amendment is sufficient for the approval of this amendment.
- 5) That at a special meeting of shareholders was held on October 19, 2001, at 782 N.W. 42 Avenue, Suite 341, Miami, Florida 33126.
- 6) At said meeting it was resolved as follows:
 - 1) That the corporation shall issue all the approved and outstanding shares, which amounts to FIVE HUNDRED (500) SHARES. That TWO HUNDRED AND FIFTY (250) SHARES shall be issued to Modul Noble, S.A., a Spanish corporation; and, TWO HUNDRED AND FIFTY (250) SHARES shall be issued to Ceranovo International Corp., a Florida corporation.
 - b) That the Corporation shall have (4) Directors, to-wit:
Manuel Serret, Joaquin Miralles, Lino L. Novo and Sandra Novo. Said directors shall occupy their offices indefinitely until removed by the majority of the shareholders, resignation, incapacity or death.

- c) That the officers of the Corporation shall be SANDRA NOVO, President, and LINO L. NOVO, Secretary.
- d) That the shareholders, by and through their legal representatives, have executed a shareholder's agreement and said agreement is herein incorporated by reference.

The undersigned represent the shareholders of all the outstanding and approved shares of the corporation.


Manuel Serret, authorized agent
for Modul Noble, S.A.

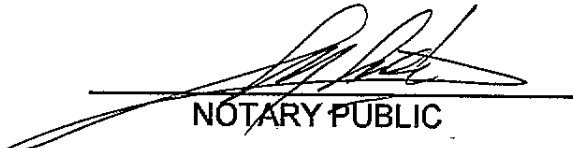

Sandra Novo, authorized agent
for Cerranovo International, Corp.

President

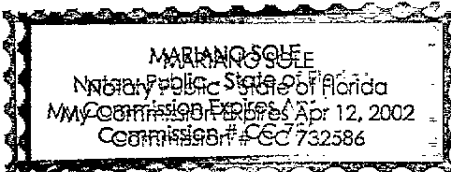
STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Manuel Serret and Sandra Novo presented a passport and driver's license, respectively, as identification showing to be the persons who executed the foregoing Articles of Amendment.


NOTARY PUBLIC

My Commission Expires:



This instrument prepared by:
Mariano M. Sole, Esq.
782 NW 42nd, Suite 340
Miami, FL 33126