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JOHN SCHAEFER
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*Admitted in New York

May 30, 2001

FILED
MAY 31 PM 4:02
TALLAHASSEE, FLORIDA

TELEPHONE
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(727) 345-3942

Registration Section
Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

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Share
Exchange

Re: Milagro Investments, Inc., a Florida corporation

Dear Registration Section Representative:

Please be advised that the undersigned represents the interests of **Bill Rodrigues**, President of the above-described corporation; and, which such corporation is seeking to effect a share exchange with another Florida corporation of which my client is, as well, President thereof, in accordance with the requirements contained in the "Florida Business Corporation Act".

As such, please find enclosed the following described items relative to this matter:

1. An original "Articles of Share Exchange of Milagro Investments, Inc. and Innovative Software Solutions, Inc." executed on even date by my client, in his representative capacity as the President of each of said described corporations.
2. Six (6) copies of the Articles described in paragraph 1, above.
3. My law firm's check made payable to the Florida Department of State in the amount of \$122.50; and, representing the following described fees in this matter:

a.	Articles of Share Exchange:	
1.)	Milagro Investments, Inc.	\$ 35.00
2.)	Innovative Software Solutions, Inc.	35.00
b.	Certified Copies (6) of Articles: (6 * \$8.75)	<u>52.50</u>
	<u>Total:</u>	<u>\$122.50</u>

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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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Registration Section
Division of Corporations
Re: Milagro Investments, Inc. a Florida corporation
May 30, 2001

If you would be so kind, trusting that all of the foregoing fully and completely complies with the filing requirements contained in Section 607.1105, Florida Statutes, please then file the Articles described in paragraph 1, above.

In addition, upon such filing, please then kindly mail directly to the undersigned the items described in paragraph 3b, above.

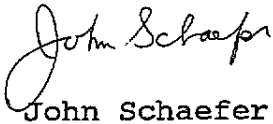
Finally, if you have any questions, or desire any further information, relative to this matter, please feel free to contact me directly, as follows:

JOHN SCHAEFER, ESQ.
Schaefer, Wirth & Wirth
1135 Pasadena Avenue South
Suite 207
St. Petersburg, Florida 33707
Tel: (727) 345-4007
Fax: (727) 345-3942

In conclusion, please allow me to take this opportunity to thank you for your anticipated cooperation and consideration with respect to the matters herein described.

I thank you again and look forward to receipt of the items so requested herein.

Very truly yours,


John Schaefer

JS/ast
Encs.

HAND DELIVERY: Thursday, May 31, 2001

xc: Bill Rodrigues, President
Milagro Investments, Inc.

ARTICLES OF SHARE EXCHANGE

OF

MILAGRO INVESTMENTS, INC.

AND

INNOVATIVE SOFTWARE SOLUTIONS, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Florida corporations, MILAGRO INVESTMENTS, INC., and INNOVATIVE SOFTWARE SOLUTIONS, INC., for the purpose of effecting a share exchange in accordance with the requirements contained in the "Florida Business Corporation Act", pursuant to Section 607.1105, Florida Statutes, do hereby deliver to the Florida Department of State for filing the following described "Articles of Share Exchange".

**ARTICLE I
ACQUIRING CORPORATION**

The name of the acquiring corporation is:

MILAGRO INVESTMENTS, INC., a Florida corporation, Florida Department of State document number P01000030278, hereinafter referred to as the "Acquiring Corporation".

**ARTICLE II
ACQUIRED CORPORATION**

The name of the corporation the shares of which will be acquired is:

INNOVATIVE SOFTWARE SOLUTIONS, INC., a Florida corporation, Florida Department of State document number P93000078338, hereinafter referred to as the "Acquired Corporation".

**ARTICLE III
PLAN OF SHARE EXCHANGE**

The "Plan of Share Exchange" is attached hereto and made a part hereof.

**ARTICLE IV
EFFECTIVE DATE OF SHARE EXCHANGE**

The share exchange described in the attached "Plan of Share Exchange" shall become effective on the date these "Articles of Share Exchange" are filed with the Florida Department of State.

**ARTICLE V
APPROVAL OF SHARE EXCHANGE BY ACQUIRED CORPORATION**

The attached "Plan of Share Exchange" was approved by the shareholders of the Acquired Corporation on May 29, 2001.

Executed on this 30th day of May, 2001.

MILAGRO INVESTMENTS, INC.

By



**BILL RODRIGUES, President
Acquiring Corporation**

Executed on this 30th day of May, 2001.

**INNOVATIVE SOFTWARE SOLUTIONS,
INC.**

By



**BILL RODRIGUES, President
Acquired Corporation**

PLAN OF SHARE EXCHANGE

For the express purpose of permitting MILAGRO INVESTMENTS, INC., a Florida corporation, to acquire all of the outstanding shares of INNOVATIVE SOFTWARE SOLUTIONS, INC., a Florida corporation, in accordance with the requirements contained in the "Florida Business Corporation Act", this "Plan of Share Exchange" is, pursuant to Section 607.1102, Florida Statutes, hereby set forth, as follows:

1. The name of the corporation the shares of which will be acquired is:

INNOVATIVE SOFTWARE SOLUTIONS, INC., a Florida corporation, hereinafter referred to as the "Acquired Corporation".

2. The name of the acquiring corporation is:

MILAGRO INVESTMENTS, INC., a Florida corporation, hereinafter referred to as the "Acquiring Corporation".

3. The terms and conditions of this share exchange are as follows:

a. On the effective date of this share exchange, the Acquiring Corporation shall acquire all of the outstanding shares, of whatsoever type or nature, of the Acquired Corporation.

b. On the effective date of this share exchange, the shares of the Acquired Corporation are exchanged only as provided in this "Plan of Share Exchange" and the former holders of the shares of the Acquired Corporation are entitled only to the exchange rights provided in the "Articles of Share Exchange" or to their rights under Section 607.1302, Florida Statutes.

c. On the effective date of this share exchange, the Acquiring Corporation and the Acquired Corporation shall each continue to enjoy its own corporate existence, separate and apart, and wholly and totally distinct, independent, and free, from one another, and, thus, with each said corporation having its own rights, privileges, immunities, and franchises, and the like.

4. The manner and basis of exchanging the shares to be acquired for shares, obligations, or other securities of the acquiring or any other corporation or, in whole or in part, for cash or other property, are as follows:

a. Each share of the Acquired Corporation issued and outstanding as of the effective date of this share exchange shall be exchanged for an identical number of shares of the Acquiring Corporation; and, which such shares of the Acquiring Corporation shall then be issued and outstanding.

b. The exchange described in subparagraph a shall be effected as follows:

1.) After the effective date of this share exchange, each holder of certificates for shares in the Acquired Corporation shall surrender same to the Acquiring Corporation, or its duly appointed agent, in the manner that the Acquiring Corporation shall legally require.

2.) Upon receipt of the share certificates described in subparagraph 1.), the Acquiring Corporation shall so exchange same for, and, thereby, issue to the holders thereof, shares in the Acquiring Corporation in the number described in paragraph a, above.

5. The manner and basis of exchanging rights to acquire shares of the corporation to be acquired for rights to acquire shares, obligations, or, in whole or in part, other securities of the acquiring or any other corporation or, in whole or in part, for cash or other property, are as follows: **NONE**

6. Other provisions relating to this share exchange are as follows:

a. First, this "Plan of Share Exchange" shall be submitted for adoption by the board of directors of each of the Acquiring Corporation and the Acquired Corporation at a meeting of each such board to be held at such time and place as each of same may so determine.

b. Then, upon adoption of this "Plan of Share Exchange" by the board of directors of each of the Acquiring Corporation and the Acquired Corporation, the board of directors of the Acquired Corporation shall submit said adopted "Plan of Share Exchange" for approval of its shareholders in the manner provided for by and under Florida law.