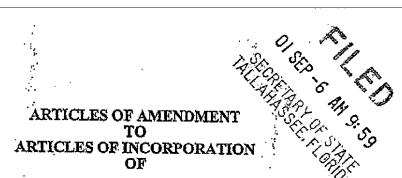


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Examiner's Initials



ATLANTICA HIDES, 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)

Article II - Principal Office The principal address of the Corporation shall be:

> 801 International Parkway - 5th floor Lake Mary, Florida 32746

Mailing address of the Corporation shall be: 220 71st Street - suite 213 Miami Beach, Florida 33141

Article VII

The name and street address of the Officers and Directors are:

Sonja Christine Di Cieri - Cambon 61 60 Raleigh Street - unit # 901

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:

THIRD:	The date of each amendment's adoption: SEPTEMBER 4, 2001
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
×	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vot separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by
	voting group .
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Signatur	Signed this 47ff day of SETTEMBER 2001 (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	the shareholders)
	OR ;
	(By a director if adopted by the directors)
	OR
•	(By an incorporator if adopted by the incorporators)
	PAUL DI CLERI - CAMBON Typed or printed name
	PRESIDENT