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XYNERGIA, INC.

Miami, October 31, 2001

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-11/02/01--01042--003
*****43.75 *****43.75

Department of State
DIVISION OF CORPORATIONS
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Amendment to Articles of Incorporation of Xynergia, Inc.

To Whom It May Concern,

Please find attached original signed form and a check for $43.75, which will cover the filing fee for the articles of amendment ($ 35.00) and the fee for the certificate of status ($8.75).

Should you have any questions or concerns please feel free to contact me at 305-468-1645.

FILED
01 NOV -2 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Regards,

Amend 11-7-01 MS

WILSON E. CORREA
Xynergia, Inc.
President

WC/MSB

Enclosures

10015 NW 46 street, # 201, Miami, FL, 33178
Telephone: (305) 468-1645
Fax: (305) 468-8509

FILED

01 NOV -2 PM 12:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

XYNERGIA, 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 address of the principal office and the mailing address of the corporation is: 10015 NW 46 Street, # 201, Miami, FL 33178 (AMENDED)

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this corporation -- shall be: 10015 NW 46 Street, #201, Miami, FL 33178 and the initial registered agent of this corporation at that address shall be: WILSON E. CORREA (AMENDED)

ARTICLE VII: This corporation shall have one sole Director. The number of Directors has been changed in the manner provided for in the By-Laws. The name and address of the sole Director is: WILSON E. CORREA, 10015 NW 46 Street, # 201 Miami, Florida, 33178

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: OCTOBER 29, 2001.

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

- [x] 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 vote 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.

- [ ] The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 30 day of October, 2001.

I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and accept the obligation,

Signature ______________________________

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

WILSON EDUARDO CORREA
Typed or printed name

PRESIDENT
Title