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SPIEGEL & UTRERA, P.A.

(Requestor's Name)

1840 CORAL WAY, 4TH FLOOR

(Address)

MIAMI, FL 33145 (305) 854-6000

(City, State, Zip)

(Phone #)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Netley Panama Corporation P01000068581
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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

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

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

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DEPARTMENT OF STATE
DIVISION OF CORPORATE REG.
TALLAHASSEE, FLORIDA

Examiner's Initials

ADR
12/18/01

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MELIREY PANAMA CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: Article 5 of the Articles of Incorporation provides:

President:	Norma Alba Carbone
Vice-President:	Roberto Alba Foco
Secretary:	Norma Alba Carbone
Treasurer:	Roberto Alba Foco

SECOND: Article 5 shall be amended to state:

President:	Norma Alba Carbone
Vice-President:	Robert Oscar Foco
Secretary:	Norma Alba Carbone
Treasurer:	Robert Oscar Foco

whose addresses shall be the same as the principal address of the Corporation.



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THIRD: Article 6 of the Articles of Incorporation states Directors as:

Norma Alba Carbone
Roberto Alba Foco

FOURTH: The Directors of the Corporation shall be changed to:

Norma Alba Carbone
Robert Oscar Foco

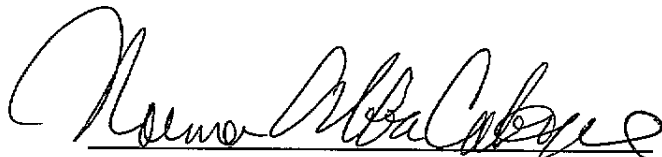
whose addresses shall be the same as the principal address of the Corporation.

FIFTH: The date of the adoption of this amendment is the 11 December 2001.

SIXTH: The amendment was adopted by the Board of Directors. No Shareholder action was required for adoption.

SEVENTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 11 December 2001.



Norma Alba Carbone, Chairman of the Board
of Directors



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