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SUAREZ
& LOPEZ

Attorneys At Law

A Partnership of Professional Associations

PO1000119430

February 5, 2002

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

200004896772--1
-02/08/02--01059--012
*****35.00 *****35.00

Re: Amendment to Articles of Incorporation of R & D Networks, Inc.

Dear Sir or Madam:

Enclosed please find original and a copy of Articles of Amendment to Articles of Incorporation of the above referenced corporation and a check in the amount of \$35.00 to cover your processing fee.

Please confirm this amendment by returning a stamped copy of the Articles of Amendment to the above letterhead address.

Thank you for your attention to this matter and, if you have any questions, please do not hesitate to contact me.

Sincerely yours,

Omar J. Arcia

OMAR J. ARCIA

OJA/jg

Enclosures

FILED
02 FEB -8 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN FEB 11 2002

FILED
02 FEB -8 PM 2:29
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

**ARTICLES OF AMENDMENT TO ARTICLES
OF INCORPORATION OF R & D NETWORKS, INC.**

Pursuant to the provisions of Chapter 607.1001, et seq., Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed December 18, 2001, under Charter Number: P01000119430:

1. The name of the corporation is R & D Networks, Inc. (the "Corporation").
2. Article V of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE V - PRINCIPAL OFFICE

The principal office OF THE CORPORATION is: P.O. Box 310428, Miami, Florida 33231-0428.

3. Article IX of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE IX - INCORPORATORS

The name and address of the persons signing theses Articles of Incorporation is: Robert L. Corras, P.O. Box 310428, Miami, Florida 33231-0428.

4. These Amendments were approved and adopted by the Corporation's shareholder(s) on the 30th day of January, 2002

IN WITNESS WHEREOF, R & D NETWORKS, INC., has caused these Articles of Amendment to be executed on this 30th day of January, 2002.

R & D NETWORKS, INC.

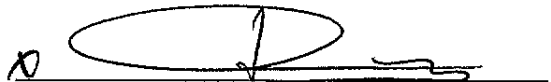
By: 

Robert L. Corras, Sole Director and Officer

**SHAREHOLDERS CONSENT TO AMENDMENT OF
ARTICLES OF INCORPORATION OF R & D NETWORKS, INC.**

I/WE, THE UNDERSIGNED, being all of the shareholders of R & D NETWORKS, INC., a corporation created and existing under and by virtue of the laws of the State of Florida, deeming it advisable and best for the interest of said corporation that the Articles of Incorporation should forthwith be amended to change the principal office of the corporation and address of the incorporators of the corporation, hereby consent to the amendment of the Articles of Incorporation of said corporation, and do sign this consent to the end that said amendment may be filed in the offices of the Secretary of State of the State of Florida.

SHAREHOLDER(S):



Robert L. Corras

DATED: 30-01, 2002.