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"Representing clients from around the world"

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American Immigration Lawyers' Association
(B) Member Academy of Florida Trial Lawyers
(C) Immigration Support
(D) IRS and Tax Support
(E) Litigation Support

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JAN 28 PM 1:03

January 18, 2002

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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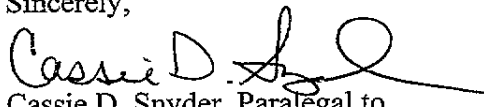
Re: SILEO, INC.

Dear Madam/Sir:

Enclosed are an original and one duplicate of the Articles of Amendment to Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$43.75 for filing fees. Also enclosed for your review is a copy of the Written Action in Lieu of a Joint Special Meeting of the Board and Shareholders of SILEO, INC.

Thank you for your attention to this matter and if you have any questions, please call me.

Sincerely,


Cassie D. Snyder, Paralegal to
PETER C. PAPPAS, ESQ.

/cds
Enclosures

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Amend.

V SHEPARD FEB 01 2002

Affiliations: American Immigration Lawyers' Association; American Bar Association; Florida Bar Association; American Association of Attorneys and CPAs; Academy of Florida Trial Lawyers. Admitted to Practice: United States Supreme Court; United States District Court; United States Tax Court; United States Immigration Court; United States Court of Appeals, Eleventh Circuit; Florida Supreme Court

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
SILEO, INC.**

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The undersigned President of SILEO, INC., hereby certifies that on the 21 day of January, 2002, the sole member of the Board of Directors and the Shareholder of SILEO, INC., (such Shareholder being the only class designated to vote on such amendment and such Shareholder constituting a sufficient number of votes cast for approval of the amendment), by written action in lieu of a joint special meeting in accordance with the provisions of Sections 607.0821 and 607.0704, Florida Statutes, approved a resolution amending Article I of the Articles of Incorporation of SILEO, INC., and that the following is a true and correct copy of said resolution:

"RESOLVED, that Article IX of the Articles of Incorporation is hereby amended to read as follows:

Article IX. SUBSCRIBERS

The name and post office address of each subscriber to these Articles of Incorporation, the number of shares of stock each agree to take, and the value of the consideration paid therefor are as follows:

NAME	ADDRESS	NO. OF SHARES
Leonardo Bezzi	13240 Lakeshore Grove Dr. Winter Garden, FL 34787	35
Mireille S. Bezzi	13240 Lakeshore Grove Dr. Winter Garden, FL 34787	35
Laura Bezzi	13240 Lakeshore Grove Dr. Winter Garden, FL 34787	30

"RESOLVED, that Article XIII of the Articles of Incorporation is hereby amended to read as follows:

Article XIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 225 East Robinson Street, Suite 540, in the City of Orlando, County of Orange. The name of the registered agent at such address is Peter C. Pappas.

FURTHER RESOLVED, that the Officers of the Corporation are hereby authorized and directed to take any and all action necessary to effect such amendment."

Executed this 21st day of January, 2002.

SILEO, INC.

By: _____

Leonardo Bezzi, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me by LEONARDO BEZZI, who is personally known to me or who has produced B 200 520-46-055 -0 as identification, in his capacity as President of SILEO, INC., a Florida corporation, who acknowledged before me that he executed same on behalf of the corporation and with full corporate authority, and who did give an oath.

WITNESS my hand and official seal in the State and County last aforesaid, this 21st day of January, 2002.

Cassie D. Snyder

Notary Public Signature

Print Name: Cassie D. Snyder

My Commission Expires: 3/2/03



Cassie D Snyder

My Commission CC917817

Expires March 02, 2003

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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In compliance with the Florida Business Corporation Act, the following is submitted:

SILEO, INC., with its place of business at 13240 Lakeshore Grove Dr., Winter Garden, Florida 34787 has named PETER C. PAPPAS, located at 225 East Robinson Street, Suite 540, Orlando, Florida 32801, as its agent to accept service of process within Florida.

Having been named to accept service of process for SILEO, INC., at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Florida Business Corporation Act.

Dated this 27 day of January, 2002.



PETER C. PAPPAS
Registered Agent