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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850)205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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**BASIC AMENDMENT  
ACCELL INTERNATIONAL, CORP.**

Certificate of Status	0
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AMENDED  
XRC  
7-11

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
ACCELL INTERNATIONAL, CORP.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DISMISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY STOCKHOLDERS.

LUIS ERNESTO RIOS

9187 FONTAINEBLEAU BLVD APT 5  
MIAMI, FL 33172

NELSON DARIO RIOS

CARRERA 31 #9 C67  
BARRIO CHAMPANT  
CALI, COLOMBIA

ARTICLE VIII

BOARD MMBERS

THE NAME AND TITLLE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

NAME	TITLLE
LUIS ERNESTO RIOS	PRESIDENT
NELSON DARIO RIOS	VICEPRESIDENT
LUIS ERNESTO RIOS	TREASURER
LUIS ERNESTO RIOS	SECRETARY

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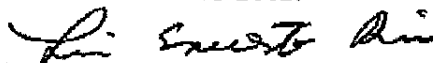
SECOND: THE AMENDMENT'S ADOPTION IS JULY 9, 2002.

THIRD: ADOPTION OF AMENDMENT

(X) THE AMENDMENTS WERE APPROVED BY THE STOCKHOLDERS. THE NUMBER OF VOTES CAST FOR AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS 2 DAY OF JULY 2002.

SIGNATURE



(By director - president).

LUIS ERNESTO RIOS

Typed or printed name

DIRECTOR

Title

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