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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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**BASIC AMENDMENT
FOTO LENNON-USA, CORP.**

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TALLAHASSEE, FLORIDA

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AMEND
KRP, -8

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FOTO LENNON - USA, CORP.

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 adopted: Article II has been modified as follows:

ARTICLE II - MAILING ADDRESS, REGISTERED OFFICE AND PRINCIPAL OFFICE.
The principal place of business and mailing address of this corporation shall be:

Foto Lennon - USA, Corp.
801 Brickell Ave., Suite 900
Miami, FL 33131

SECOND: Amendment adopted: Article V has been modified as follows:

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS.
The name and Florida street address of the initial registered agent are:

Augusto Santiago
25 S.E. 2nd Ave., Suite 714
Miami, FL 33131

THIRD: Amendment adopted: Article VII has been modified as follows:

ARTICLE VII - DESIGNATED OFFICERS.

The Officers of the corporation are:

Julio Abel Orozco-Bermudez, President, Treasurer, and Secretary.
Augusto Santiago, Vice-President.

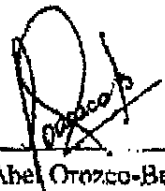
FOURTH: The date of each amendment's adoption is January 7, 2003.

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FIFTH: Adoption of Amendments was approved by 100% of shareholders.

Signed this 7th day of January, 2003.

Signature: _____


Julio Abel Orozco-Bermudez
President,