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Division of Corporations

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PRATS, FERNANDEZ & CO

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To:

Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : PRATS, FERNANDEZ & CO.

Account Number : I19980000078

Phone : (305) 444-8333

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BASIC AMENDMENT

JAFAN CORPORATION

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	

Amendment

06/05/671

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JAFAN CORPORATION**

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:

ARTICLE EIGHT

The name and post office address of the member of the first Board of Directors who shall hold office for the first year of existence of the Corporation or until the successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Carlos H. Andrade
Director

Martha L. Rodriguez
Director

Ruben Dario Gomez
Director

Mauricio Aristizabal
Director

Nicolas Gomez
Director

Ivan Sherman
Director

2121 Ponce de Leon Blvd. Suite #240
Coral Gables, Fl. 33134

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ARTICLE NINE

The name and post office address of the officer
of this corporation are:

Carlos H. Andrade
President

Martha L. Rodriguez
Vice-President & Treasurer

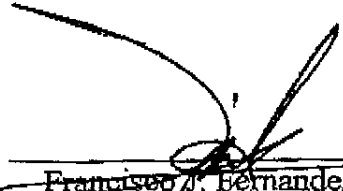
Ruben Dario Gomez
Secretary

2121 Ponce de Leon Blvd. Suite #240
Coral Gables, Fl. 33134

It is hereby declared that stockholders approval is not necessary for these Articles
of Amendment.

Preparer's name: Francisco J. Fernandez
2121 Ponce de Leon Blvd # 240
Coral Gables, FL 33134.
Phone: 305-444-8333

There being no further business, the amendments were adopted
by the Incorporator, with no shareholder action required and not member action
or consideration executed. This meeting was duly adjourned on this 3rd day of
June, 2003.


Francisco J. Fernandez
Incorporator

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