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P030000053013

Florida Department of State
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BASIC AMENDMENT
NOVACRIS INTERNATIONAL INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 10, 2003

NOVACRIS INTERNATIONAL INC.
1132 NW 143 AVE.
PEMBROKE PINES, FL 33028

SUBJECT: NOVACRIS INTERNATIONAL INC.
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**AMENDMENTS TO THE ARTICLES OF INCORPORATION
OF
NOVACRIS INTERNATIONAL INC.**

I, the undersigned, being the Secretary of Novacris International Inc., a Florida corporation, do hereby amend its Articles of Incorporation as follows:

OFFICERS OF THE CORPORATION

The Officers of the Corporation will be changed from:

Jose Galvis
1132 NW 143 Ave.
Pembroke Pines, FL 33028

Secretary

To

Jose Galvis
1132 NW 143 Ave.
Pembroke Pines, FL 33028

President / Secretary

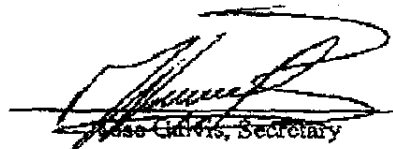
Blanca N. Cardenas
1132 NW 143 Ave.
Pembroke Pines, FL 33028

Treasurer

The date of adoption is May 30, 2003.

The number of votes cast for the amendment by shareholders' were sufficient for approval. In all other respects, the Articles of Incorporation shall remain unchanged.

The undersigned, being the President / Director of Novacris International Inc., a Florida corporation, acting pursuant to Section 607 of the Florida Statute, does hereby manifest his intention that the foregoing Articles of Amendment to Articles of Incorporation be Adopted according to its terms.


Jose Galvis, Secretary

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