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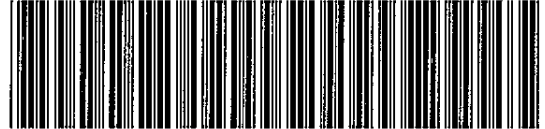
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04 APR 16 PM 1:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 Fax (850) 222-1666

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Amendment

1.) World Emblem International, Inc.

(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
04 APR 16 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WORLD EMBLEM INTERNATIONAL, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendments to its Articles of Incorporation.

1. The name of the Corporation is World Emblem International, Inc.
2. Article 3 of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

The mailing address of this Corporation shall be:

c/o Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
20th Floor
Miami, Florida 33131

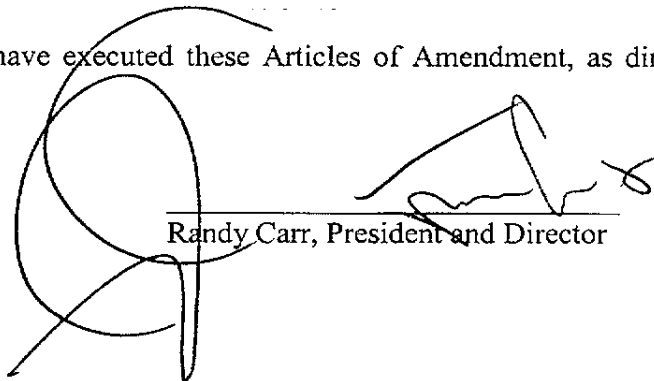
3. Article 5 of the Articles of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

The street address of the registered office of this Corporation in the State of Florida and the Corporation's registered agent at that office shall be:

Marc H. Auerbach, Esq.
201 S. Biscayne Blvd.
20th Floor
Miami, Florida 33131

4. Adoption of the Amendment was approved unanimously by all of the directors and shareholders of the Corporation on March 24, 2004 which was sufficient votes cast in favor of approval of the Amendment.

IN WITNESS WHEREOF, I have executed these Articles of Amendment, as director,
this ~~20~~ day of March, 2004.

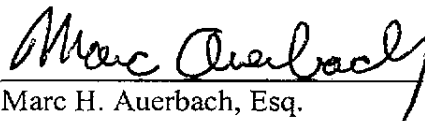


Randy Carr, President and Director

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 48.091 and 607.0501 of the Florida
Statutes:

Having been appointed registered agent of World Emblem International, Inc., in its
Articles of Amendment, at the place designated in such Articles of Amendment, the undersigned
hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the
obligations of such position.


Marc H. Auerbach, Esq.

Dated: March 24th, 2004

**UNANIMOUS WRITTEN CONSENT OF
THE DIRECTORS OF
WORLD EMBLEM INTERNATIONAL, INC.**

The undersigned constituting all of the directors of WORLD EMBLEM INTERNATIONAL, INC., a Florida corporation (the "Company"), do hereby consent and subscribe to the following acts and resolutions in accordance with the Florida Business Corporations Act.

WHEREAS, the Company desires, and the undersigned believe it is in the best interests of the Company to change the registered agent of the Company from John Matthew to Marc H. Auerbach, Esq., and its registered office to 201 S. Biscayne Blvd., Suite 2000, Miami, Florida 33131.

WHEREAS, the Company desires, and the undersigned believe it is in the best interest of the Company to change its mailing address to c/o Marc H. Auerbach, Esq., 201 S. Biscayne Blvd., Suite 2000, Miami, Florida 33131.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby authorize the Company to change its registered agent from John Matthew to Marc H. Auerbach, Esq., and its registered office to 201 S. Biscayne Blvd., Suite 2000, Miami, Florida 33131;

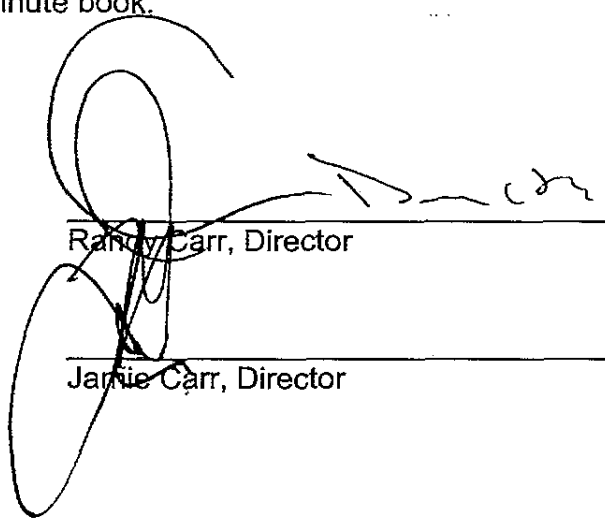
FURTHER RESOLVED, that the Board of Directors hereby authorize the Company to change its mailing address to c/o Marc H. Auerbach, Esq., 201 S. Biscayne Blvd., Suite 2000, Miami, Florida 33131;

FURTHER RESOLVED, that the proper officers and directors of the Company, be and hereby are, authorized, empowered and directed to do all such acts and things and to execute, acknowledge and deliver all such documents as may, in their discretion, be deemed necessary or desirable to carry out and comply with the terms and provisions of these resolutions. Additionally, all acts and doings of the officers and directors of the Company through the date hereof which are in conformity with the intent and purpose of this action shall be and the same are hereby in all respects ratified, confirmed and approved as acts of the Company;

FURTHER RESOLVED, that this written consent may be executed in one or more counterparts, including counterparts received as signed confirmed facsimiles, all of which together shall constitute the original; and

FURTHER RESOLVED, that an executed copy of this written consent shall be placed in the Company's minute book.

Dated: March ~~2~~, 2004.



Randy Carr, Director

Janie Carr, Director