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June 11, 1998

VIA CERTIFIED MAIL/RETURN RECEIPT

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: IPAGSA, INC.

600002561916--8
-06/16/98--01120--001
*****35.00 *****35.00

Dear Sir:

Please find enclosed two (2) Articles of Amendment and Special Meeting of Shareholders and Directors for the above named corporation. Also, enclosed is my firm's check in the amount of \$35.00 for filing of same.

After processing and filing the original Articles of Amendment, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: Barbara GNA
George N. Klimis, Esquire

GNK/bac
Enclosures: As referenced above

N.C.
6-19-98
cc

FILED
98 JUN 16 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
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**ARTICLES OF AMENDMENT
OF
IPAGSA, INC.**

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE I: NAME

The name of the Corporation is: IPAGSA, INC.

ARTICLE II: AMENDMENT

Article I of this Corporation's Articles of Incorporation is hereby amended (the "Amendment"), in its entirety, so as to read after Amendment, as follows:

ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation shall be: **CNI GRAPICS USA, INC., 10614 Alico Pass, New Port Richey, Florida 34655.**

ARTICLE III: ADOPTION

The Amendment has been adopted and approved by consent of all of the Directors and Shareholders of the Corporation pursuant to 607.1002 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 18 day of MAY, 1998.

IPAGSA, INC.

By: RTH Helber
RUTH MARIA HELBER,
President

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 18 day of MAY, 1998 by RUTH MARIA HELBER, President, of IPAGSA, INC., a Florida corporation, on behalf of the Corporation. RUTH MARIA HELBER is personally known to me or has produced proper identification and not take an oath.

Signed: _____
Printed: GEORGE N. KLIMIS
Notary Public - State of Florida



George N. Klimis
MY COMMISSION # CC516044 EXPIRES
January 24, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

**UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS OF**

IPAGSA, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of IPAGSA, INC.

The undersigned, being all of the Shareholders and Directors of IPAGSA, INC., acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to changing the name of the Corporation to CNI GRAPHICS USA, INC., and approve and adopt the foregoing Articles of Amendment.

DATED: 5-18, 1998.

Ruth Maria Helber
RUTH MARIA HELBER,
Director and Shareholder

Markus Helber
MARKUS HELBER,
Shareholder

IPAG S.A.

By: Bruno Ferrari
BRUNO FERRARI, Manager for
Shareholder

(CORPORATE SEAL)