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Law Offices

Bennett Drew Fultz
Professional Association

BENNET DREW FULTZ
IMMIGRATION & NATURALIZATION
PERSONAL INJURY & WRONGFUL DEATH

JERRARD B. CUTRONE
OF COUNSEL

619 SOUTHWEST 12TH AVENUE
MIAMI, FLORIDA 33130
TELEPHONE (305) 858-4733
FAX (305) 858-1966

FILED
99 APR 16 AM 11:10
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

February 8, 1999

Florida Department of State
Division of Corporations
Annual Reports Filings
P.O. Box 1500
Tallahassee, Florida 32302-1500

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-04/16/99--01004--006
*****35.00 *****35.00

RE: Amendment to Articles of Incorporation of Foreign Pioneer Corp

Dear Sir or Madam:

Enclosed please find the Amendment to Articles of Incorporation for the above-named corporation together with a copy and the required fee check No. 26221 in the amount of \$35.00 and 1999 Annual Report, and our check No.: 26222 in the amount of \$158.75 for the above corporation.

Thank you for your cooperation in this matter. I await receipt of your certificate as soon as possible.

Sincerely,

Bennett D. Fultz
BENNETT D. FULTZ
BDF/drj

NIC Amend
EP

Encls: Check No.: 26221 \$35.00 Filing of Amendment to
Articles of Incorporation; 4/16/99
Check No.: 26222 \$150.00 Annual Report

cc: Pedro Jimenez

Gave OK to
add date of
add by Shareholders
(EP)

AMENDMENT TO ARTICLES OF INCORPORATION
OF
FOREIGN PIONEER CORPORATION

FILED

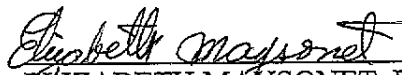
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **FOREIGN PIONEER CORPORATION** hereby changed to reflect the new name of the corporation which is **FEDERAL PIONEER CORPORATION**.

We, the undersigned members of the board of directors of the corporation, each a natural person competent to contract, hereby ratify the above change our corporate charter. The date of Adoption is January 14, 1999. The amendment was adopted by the shareholders on January 14, 1999.

IN WITNESS WHEREOF, the parties to the Amendment to Articles of Incorporation have hereunto set their hands and seals this 6th day of February 1999.

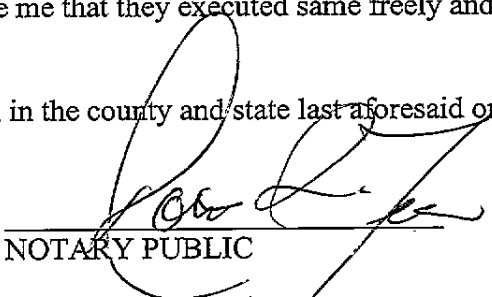

ELIZABETH MAYSONET, President


PEDRO JIMENEZ, Secretary

STATE OF FLORIDA)
 SS
COUNTY OF MIAMI-DADE)

BEFORE ME, The undersigned authority, personally appeared **ELIZABETH MAYSONET** who presented her Fla. Driver's License as Identification Card and **PEDRO JIMENEZ** Who presented his Fla. Driver's License, as Identification Card, to me well known to be the persons who executed the foregoing Amendment to the Articles of Incorporation, and they acknowledged before me that they executed same freely and voluntarily for the purposes therein.

WITNESS my hand and official seal in the county and state last aforesaid on this 6th day of February, 1999.


NOTARY PUBLIC

MY COMMISSION EXPIRES:

