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ADORNO & ZEDER
A PROFESSIONAL ASSOCIATION

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TELEPHONE (305) 858-5555

FILED
91 JAN 27 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FACSIMILE
(305) 858-4777

January 16, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Attention: Amendments

Re: **GENESIS ACQUISITION AND MANAGEMENT, INC.**

Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Amendment to the Articles of Incorporation for the above-captioned entity along with a check in the amount of \$87.50 made payable to Department of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 860-7098 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.

Justin T. Wilson
Justin T. Wilson
Legal Assistant

encl.

N/c

VS FEB 3 1997

JTW/C. LTACOV/15220/12711.001

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GENESIS ACQUISITION AND MANAGEMENT, INC.

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TALLAHASSEE FLORIDA

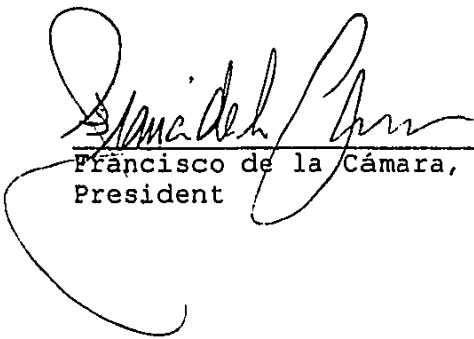
Francisco de la Cámara, Jr., as President of Genesis Acquisition and Management, Inc., a Florida corporation (the "Corporation"), hereby certifies that the sole Shareholder and the sole Director of the Corporation adopted a resolution by written consent on the 9th day of January, 1997, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

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

"ARTICLE I

The name of this Corporation is Trans-Cuba Oil Company of Florida, Inc."

IN WITNESS WHEREOF, the undersigned has executed this Amendment the 9th day of January, 1997.


Francisco de la Cámara, Jr.,
President