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FL INCORPORATORS INC

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6/27/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: FLORIDA INCORPORATORS, INC.
CONTACT: MARK HANKINS
PHONE: (305) 350-5221

ACCT#: 075350000473

FAX #: (305) 350-9148

NAME: IMPEXCO, INC.

AUDIT NUMBER.....H97000010696

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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per
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Amendment
w/
Name Change
6-30-97
JL

H97000010696

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
IMPEXCO, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation;

ARTICLE I

The new name of the corporation shall be:

AFFINITY LAC GROUP, INC.

its new principal office and mailing address of the business shall be:

3625 N.W. 82nd Avenue, Suite 307
Miami, Florida 33166-6635

ARTICLE II

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may engage under the provisions of the Florida Business Corporation Act.

ARTICLE III

The names and post office addresses of the new Board of Directors of this corporation are:

Name	Address
Jose D. Ibarra	3625 N.W. 82nd Ave., Suite 307 Miami, Florida 33166-6635
Juan C Jimenez P	Transversal 24 No. 57-12 Of. 502 Santa Fe de Bogota, D.C., Colombia
Juan C Jimenez C	Transversal 24 No. 57-12 Of. 502 Santa Fe de Bogota, D.C., Colombia
Andres Toro	3625 N.W. 82nd Ave., Suite 307 Miami, Florida 33166-6635

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE. STE 900
MIAMI, FL 33131
305-350-5221

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ARTICLE IV

The names and post office addresses of the new officers of this corporation duly elected by the Board of Directors are:

Title	Name	Address
President:	Jose D. Ibarra	3625 N.W. 82nd Ave., Suite 307 Miami, Florida 33166-6635
Vice President:	Juan C Jimenez P	Transversal 24 No. 57-12 Of. 502 Santa Fe de Bogota, D.C., Colombia
Secretary:	Andres Toro	3625 N.W. 82nd Ave., Suite 307 Miami, Florida 33166-6635
Treasurer:	Jose D. Ibarra	3625 N.W. 82nd Ave., Suite 307 Miami, Florida 33166-6635

ARTICLE V

The name and address of the new registered agent and the new registered office is:

DIEGO L RESTREPO
1118N 15th Avenue, Suite 03
Hollywood, Florida 33020

Acknowledgment

Having been named to accept Service of Process for the above stated corporation, at place designated in this certificate, I hereby state and familiar with, and accept the duties and responsibilities as a registered agent of the corporation.


Diego L Restrepo
Registered Agent

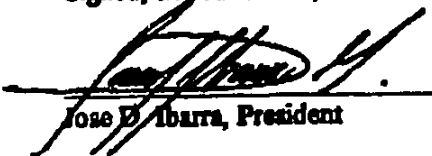
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ARTICLE VI

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed, this June 25th, 1997



Jose D. Ibarra, President

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