

P94000000867

7/29/97

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NAME: CONSONNI U.S.A., INC.

AUDIT NUMBER.....H97000012374

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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Amend.

Received: 07/16/97 11:54:28 From: 9547667800

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ARTICLES OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
CONSONNI U.S.A., INC.

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JUL 30 AM 9:07  
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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of CONSONNI U.S.A., INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing document number P94000000867, does hereby certify:

First: That pursuant to Unanimous Written Consent of the Board of Directors of said Corporation dated July 16, 1997, the Shareholders and Directors approved the amendment to the Corporation's Certificate of Incorporation as follows:

Article IV of the Certificate of Incorporation of this Corporation is amended to read in its entirety as follows:

ARTICLE IV  
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 20,000,000 shares of common stock, par value \$.001 per share and 2,500,000 shares of preferred stock, par value \$.001 per share.

The foregoing amendment was adopted by the Board of Directors of the Corporation pursuant to Unanimous Written Consent of the Board of Directors, and by the Shareholders of the Corporation dated July 16, 1997 acting unanimously by Written Consent pursuant to Section 607.0704 of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of July 16, 1997.

CONSONNI U.S.A., INC.

By: [Signature]  
David Mayer, President

Roxanne K. Belly, Esq., FL BAR # 851450  
Atlas, Pearlman, Trop & Borkson, P.A.  
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