



THE UNITED STATES
CORPORATION
COMPANY

P94000035046

ACCOUNT NO. : 072100000032

REFERENCE : 441405 5011226

AUTHORIZATION

Patricia Pizut

COST LIMIT : \$ 87.50

ORDER DATE : June 25, 1997

ORDER TIME : 10:49 AM

ORDER NO. : 441405-005

CUSTOMER NO: 5011226

700002222897--0

CUSTOMER: Melissa L. Wilson, Legal Asst
Gray Harris & Robinson
S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: HEMISPHERE INVESTMENTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 JUN 25 PM 2:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 JUN 25 PM 12:14

6/25

207
Amend
C.C.

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HEMISPHERE INVESTMENTS, INC.**

FILED

97 JUN 25 PM 2: 50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, Ben Holzemer, Chief Executive Officer of Hemisphere Investments, Inc., a Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the corporation is HEMISPHERE INVESTMENTS, INC.

ARTICLE SECOND: ARTICLE IV of the existing Articles of Incorporation is hereby amended by deleting the existing ARTICLE IV in its entirety and restating it as follows:

"ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 60,000,000 shares of common stock at \$.001 par value."

ARTICLE THIRD: These Articles of Amendment to the Articles of Incorporation shall be effective as of March 1, 1996.

ARTICLE FOURTH: At a meeting of the Board of Directors of the Corporation on April 14, 1997, resolutions were duly adopted approving the foregoing proposed amendment to the Articles of Incorporation, declaring said amendment to be advisable and calling for the submission of said amendment to the shareholders of the Corporation for their consideration and approval.

By written consent to action in lieu of a special meeting of the shareholders of the Corporation effective June 9, 1997, the necessary number of shares as required by statute were voted in favor of the amendment.

In accordance with Section 607.0704(3), notice of the action taken by written

consent to action in lieu of a special meeting of the shareholders was given to those shareholders who did not consent in writing or were not entitled to vote on the action.

Thus, these Articles of Amendment to the Articles of Incorporation were duly adopted in accordance with Sections 607.0704 and 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to the Articles of Incorporation to be signed by its Chief Executive Officer, this 20th day of June, 1997.

HEMISPHERE INVESTMENTS, INC.,
a Florida corporation

By:


Ben Holzemer, Chief Executive Officer

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