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

November 21, 1999

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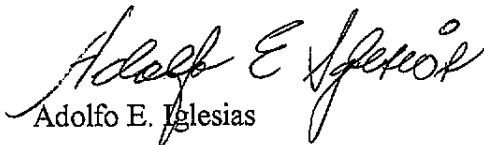
Please find the information requested on the letter of instruction;

Any correspondence should be mailed to:

Lord & Iglesias Accounting Services, Inc.
12964 S.W. 133rd Court
Miami, Florida 33186-5806

I am the registered agent of the corporation. Please, do not hesitate to call me should you need further assistance. My telephone number is: 305 254-1099.

Best regards;


Adolfo E. Iglesias

FILED
99 NOV 24 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AmevD

S. PAYNE DEC - 6 1999

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
GPM INTERNATIONAL CORP.

FILED

99 NOV 24 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GPM INTERNATIONAL CORP., a Corporation of the State of FLORIDA whose registered office is located at 8211 N. W. 64TH STREET, BAY # 7, MIAMI FL 33166, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on October 9, 1999, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE VI of the Articles of Incorporation is to be amended to read as follows:

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the director of this corporation is:

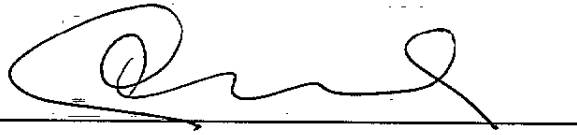
EMILIO J. COLON
(Owner of all shares)
18459 NW PINES BLVD
SUITE # 277
PEMBROKE PINES, FLORIDA 33029

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

This amendment was adopted on October 9, 1999.

Signed on October 9, 1999

Signature

A handwritten signature in black ink, appearing to read 'Gustavo Gamboa', written over a horizontal line.

Gustavo Gamboa
Printed Name

Director
Title