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10/08/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-1832

NAME: D.I. TWO, INC.

AUDIT NUMBER.....H98000018701

DOC TYPE.....BASIC AMENDMENT

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ATTN: BOBBI

Amend

30 10/8/98

Thank you!

Thanks Again

Eric

H98-18701

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
D. I TWO, INC.

D. I. TWO, INC., a corporation of the State of Florida, whose registered office is located at 1000 Ponce de Leon Blvd., Suite 334, Coral Gables, FL 33134, certifies that pursuant to the provisions of section 607.1006, Florida Statutes, that at a meeting of the stockholder of said corporation called for the purpose of amending the articles of incorporation and held on October 2nd, 1998, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE V, ARTICLE VI and ARTICLE VIII of the Articles of Incorporation are amended to read as follows:

ARTICLE V

That JORGE L. TABARES, has resigned as Director of the corporation and ERIC RANGEL will be the new Director, at 1000 Ponce de Leon Blvd., Suite 334, Coral Gables, FL 33134.

ARTICLE VI

That JORGE L. TABARES has resigned as the subscriber of the corporation and ERIC RANGEL at 1000 Ponce de Leon Blvd., Suite 334, Coral Gables, FL 33134 shall be the new subscriber of the corporation.

Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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ARTICLE VIII

That **JORGE L. TABARES** resigns as the Resident Agent of this corporation and **ERIC RANGEL**, an individual resident of the State of Florida, whose office is: 1000 Ponce de Leon Blvd., Suite 334, Coral Gables, FL 33134 accepts appointment as Registered Agent for this corporation.

Signed on October 2, 1998.

By: [Signature]
President: Jorge L. Tabares

By: [Signature]
Secretary: Jorge L. Tabares

*** I hereby accept the duties and responsibilities of being Registered Agent.

By:

Registered Agent: Eric Rangel

[Signature]

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