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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: SC & BR FLORIDA CORPORATION

AUDIT NUMBER.....H97000010052

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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Amendment
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DC

#97000010052

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
SC & BR FLORIDA CORPORATION
(Charter# P94000053459)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT TO ARTICLE VIII
AMENDMENT ADOPTED:

The names and street addresses and the number of shares of stock are as follows:

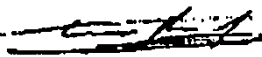
NAME SHARES	ADDRESS	NO OF
BAS INTERNACIONAL DE IDIOMAS S.A.	Dr. Baez No. 13 Gazcue, Sto Domingo Dominican Republic	100+

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: December 5th, 1996.

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this 6th day of December, 1996.

SC & BR FLORIDA CORPORATION

By 
Luis Bondy
President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREPARED BY: SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

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