P940000556?3

Y & A PROFESSIONAL SERVICE, INC.
D / B / A THE MANAGEMENT GROUP, INC

Accounting
Corporations
Income Tax
Translations
Notary Public
Business Planning

Payroll
Accounts Recv.
Software
Computers
Tax Planning

Miami, July ll, 1997

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314

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-07/16/97--01035--010
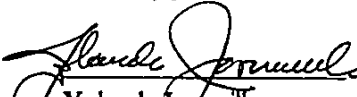*****35.00 *****35.00

Gentlemen:

Enclosed please find ch., in the amount of $ 35.00 dollars and the two copies of the amendment of Articles of Incorporrtion of : RICHARDS' ENTERPRISES, INC.

Please send the amendment to :

Y & A Professional Service, Inc.
4995 N.W. 72 AVE SUITE #201
Miami, Florida 33166

Sincerely yours:

Yolanda Jaramillo
Accountant

97 JUL 16 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Amend.

vqw 7-18-97

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
RICHARD'S ENTERPRISES, INC.

All the Stockholders of RICHARD'S ENTERPRISES, INC. Florida Corporation under its
corporate seal and the hand of its President , Ricardo Leon, here by certify as follows:

CLAUSE I

That all the Shareholders of RICHARD'S ENTERPRISES, INC. in response to a call and notice
of meeting, held on July 7th, 1997 at 4995 N.W. 72 Ave., suite # 201, Miami, Fl. 33166, the place
of the principal office and the Registered office, at which meeting all the shareholders were
present, that a resolution was unanimously approved and adapted amending Articles I, VII and
VIII of Incorporation to read as follows:

ARTICLE I
NEW REGISTERED AGENT

The new Registered Agente of this corporation will be: Ricardo Leon, located at 4995 N.W. 72
Ave., suite 201, Miami, Fl. 33166

ARTICLE VII AND VIII
NEW BOARD OF DIRECTORS AND OFFICER

Upon motion duly made, was approved that LUIS A,. DIAZ, Resigned from the office of
Directors of the corporation..
.The capital stock of the corporation consist of 100 chares of $ 10.00 dollar per value.
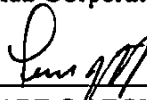Not been any other changes, the Secretary announced the new Board of Directors to read as
follows:

NAME & TITLE:	ADDRESS:	SHARES
RICARDO LEON	7906 W. 29 Lane # 101	-100%-
President	Miami, fl. 33016	

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day July 7th 1997 at Miami, Florida ----------------------------

<div align="center">

RICHARD'S ENTERPRISES, INC..
a Florida Corporation

_____
RICARDO LEON
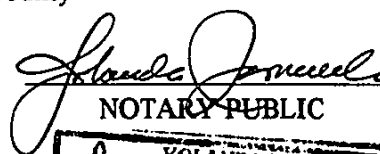President

</div>

STATE OF FLORIDA)
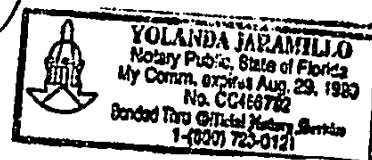
) S.S.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day July 7th, 1997 before me personally appeared the under signed authority RICARDO LEON, as President of RICHARD'S ENTERPRISES, INC.. and he acknowledged that he executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County

<div align="right">

NOTARY PUBLIC

</div>

CERTIFIED OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

1.- The name of the corporation is:

    RICHARD'S ENTERPRISES, INC.

2.- The name of the address of the registered agent and office is:

    RICARDO LEON
    4995 N.W. 72 AVE. SUITE 201
    MIAMI, FL. 33166

Signature:_____
                    RICARDO LEON
                    PRESIDENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

_____
RICARDO LEON
REGISTERED AGENT