

Y & A PROFESSIONAL SERVICE, INC.

Accounting
Corporations
Income Tax
Translations
Notary Public
Business Planning

P940000 76044

Payroll
Accounts Recv.
Software
Computers
Tax Planning

Miami, August 18th, 1997

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

Gentlemen:

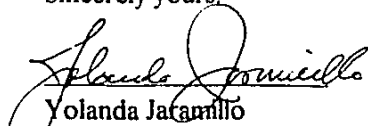
Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of
Articles of Incorporrtion of : POINT TO POINT WORLD CORPORATION, INC.

Please send the amendment to :

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

000002282508--9
09/02/97--01104--003
*****35.00 *****35.00

Sincerely yours:


Yolanda Jaramillo
Accountant

FILED
97 SEP -2 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
HFT 9-9-97

FILED

97 SEP -2 AM 7: 54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
POINT TO POINT WORLD CORPORATION, INC.**

All the Stockholders of POINT TO POINT WORLD CORPORATION, INC., a Florida Corporation under its corporate seal and the hand of its President , Sonia Ramirez, here by certify as follows:

CLAUSE I

That all the Shareholders of POINT TO POINT WORLD CORPORATION, INC. in response to a call and notice of meeting, held on August 14, 1997 at 8068 N.W. 66 STREET, 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 , VII and VIII of Incorporation to read as follows:

**ARTICLE VII AND VIII
NEW BOARD OF DIRECTORS AND OFFICER**

Upon motion duly made, was approved that ANA GINARD, was appointed in the office of Secretary of the corporation, with a Share participation of 30%.

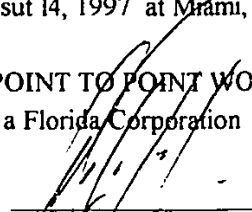
The capital stock of the corporation consist of 100 shares of \$ 1.00 dollar per value.

Not been any other changes, the Secretary announced the new Board of Directors to read as follows:

NAME & TITLE:	ADDRESS:	SHARES
CARLOS A. VALENCIA President	14641 S.W. 108 STREET. Miami, fl. 33186	- 70%-
ANA GINARD Secretary	6631 WEDGEWOOD AVE. Davie, Fl. 33331	-30% -

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 August 14, 1997 at Miami, Florida -----

POINT TO POINT WORLD CORPORATION, INC.
a Florida Corporation


CARLOS A. VALENCIA
President

Attested by: 

ANA GINARD
Secretary

STATE OF FLORIDA)

) S.S.

COUNTY OF DADE)

I HEREBY CERTIFY that on this day August 14, 1997, before me personally appeared the under signed authority CARLOS A. VALENCIA as President and ANA GINARD as Secretary of POIN TO POINT WORLD CORPORATION, INC.. and he acknowledged that they 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

NOTARY PUBLIC