



P94000093022

ACCOUNT NO. : 072100000032

REFERENCE : 415132 119520A

AUTHORIZATION :

Patricia Pappalardo

COST LIMIT : \$ 35.00

ORDER DATE : June 4, 1997

ORDER TIME : 9:25 AM

ORDER NO. : 415132-005

CUSTOMER NO: 119520A

700002201287--8

CUSTOMER: Ms. Ivon Gallo
L & I Gallo Accounting
1200 Danbury Avenue

Davie, FL 33325

DOMESTIC AMENDMENT FILING

NAME: UT WINDOWSILL UNLTD., INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 JUN -4 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

6/4
Amend
RECEIVED
97 JUN -4 AM 10:37
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 JUN -4 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

UT WINDOWSILL UNLTD., INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006., FLORIDA
STATUTES, THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF
AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENT (S) ADOPTED,

CHANGE ARTICLE SEVEN TO: PRESIDENT, GUILLERMO
MARENCO, 410 NW. 18TH AVE. MIAMI, FL 33125 AND
VICE PRESIDENT, JORGE MARENCO 4920 NW. 79AVE. #205
MIAMI, FL 33166.

SECOND: IF AN AMENDMENTS PROVIDES FOR AN EXCHANGE,
RECLASSIFICATION OR CANCELLATION OF ISSUED
SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED IN THE AMENDMENT
ITSELF, ARE ASFOLLOWS:

THIRD: THE DATE OF EACH AMENDMENT'S ADOPTION 05/29/97

FOURTH: ADOPTION OF AMENDMENT(S) (CHECK ONE)

_____ THE AMENDMENT(S) WAS/WERE ADOPTED BY THE
INCORPORATES WITHOUT SHAREHOLDER ACTION AND
SHAREHOLDER ACTION WAS NOT REQUIRED.

_____ THE AMENDMENT(S) WAS/WERE ADOPTED BY THE BOARD
OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND
SHAREHOLDER ACTION WAS NOT REQUIRED.

 X THE AMENDMENT(S) WAS/WERE APPROVED BY THE
SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE
AMENDMENT(S) WAS/WERE SUFFICIENT FOR APPROVAL.

_____ THE AMENDMENT(S) WAS/WERE APPROVED BY THE
SHAREHOLDERS THROUGH VOTING GROUPS.

THE NUMBER OF VOTES CAST FOR AMENDMENT(S) WAS/WERE
SUFFICIENT FOR APPROVAL BY GIOVANNI CIVILE & UMBERTO
NAVIGLIA (VOTING GROUP)

SIGNED THIS 29 DAY OF MAY, 1997

BY *Giovanni Civile* *Umberto Naviglia*
PRESIDENT VICE PRESIDENT

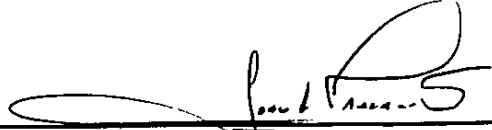
GIOVANNI CIVILE
PRESIDENT

UMBERTO NAVIGLIA
VICE PRESIDENT

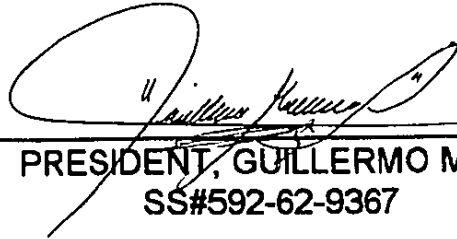
FLORIDA DOCUMENT #P94000093022, INCORPORATED 12/22/94

UT WINDOWSILL UNLIMITED INC.
2141 NW. 72ND. AVENUE
MIAMI, FL 33122

ACCEPTING THE OFFICES OF,



VICE-PRESIDENT, JORGE MARENCO
SS#613-56-1673



PRESIDENT, GUILLERMO MARENCO
SS#592-62-9367