

ALBERTO AMOROS

SUITE 1607
TWO DATRAN CENTER
9130 SOUTH DADELAND BOULEVARD
MIAMI, FLORIDA 33156 - 7851
TELEPHONE (305) 670 - 3716
TELECOPIER (305) 670 - 9978
E-Mail: jalac@openmuth.net

P95000027903

May 26, 2000

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

500003270275--0
-05/30/00-01081-001
*****43.75 *****43.75

Attn.: Amendments Section

Dear Sirs:

Please find enclosed herewith an original and two copies of the Articles of Amendment of Articles of Incorporation of KOWELL CORPORATION and a check for \$ 43.75 in favor of the Florida Department of State, in order to file such document. Please provide the undersigned with one certified copy of the Articles of Amendment of Articles of Incorporation and one stamped copy.

For a faster return, there is enclosed a Federal Express form so you can send it overnight to the undersigned.

Very truly yours,

Alberto Amoros

FILED
MAY 30 AM 9:37
TALLAHASSEE, FLORIDA
FLORIDA DEPARTMENT OF STATE

*OK
P95000027903
Amend 5-30-00
TPK
Out Days*

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
KOWELL CORPORATION

Pursuant to the provisions of Section 607.1006 Florida Statutes, KOWELL CORPORATION a Florida Corporation (hereinafter "the Corporation"), having its principal office in the State of Florida at 4080 SW 84th Avenue, Suite E, Miami, Florida 33155, hereby adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST

Article II, Principal Office, of the Articles of Incorporation of the Corporation is amended to read in full as follows:

ARTICLE II
PRINCIPAL OFFICE

The Corporation's Principal Office in the State of Florida is at 4080 SW 84th Avenue, Suite E, Miami, Miami-Dade County, Postal Code 33155. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

SECOND

Article VI, Capital Stock, of the Articles of Incorporation of the Corporation, is amended to read in full as follows:

ARTICLE VI
CAPITAL STOCK

SECTION 1. The total number of shares which the Corporation has authority to issue is one hundred fifty thousand

FILED
00 MAY 30 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(150,000) common shares having a par value of Ten dollars (\$10.00) per share having an aggregate par value of \$ 1,500,000.00 (one million five hundred thousand dollars).

All such shares are of one class and are shares of common stock.

SECTION 2. Each share of stock of the Corporation shall entitle thereof to a pre-emptive right, for a period of 30 (thirty) days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Corporation or any equity and/or voting shares of stock rights or options which the Corporation proposes to grant for the purchase of shares of stock of the same class of the Corporation or of equity and/or voting shares of any class of stock of the Corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase, or otherwise acquire shares of stock of the same class of the Corporation or equity and/or voting shares of stock of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited voting rights in the election of one or more directors.

SECTION 3. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of these Articles of Incorporation.

SECTION 4. The common stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services rendered received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

SECTION 5. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive.

THIRD

Article VII, Registered Office, of the Articles of Incorporation of the Corporation is amended to read in full as follows:

ARTICLE VII REGISTERED OFFICE

The post office address of the place at which the Registered Office of the Corporation in the State of Florida will be located is 4080 S. W. 84th Avenue, Suite E, Miami, Miami-Dade County, Postal Code 33155.

FOURTH

Article IX, Directors, of the Articles of Incorporation of the Corporation is amended to read in full as follows:

ARTICLE IX DIRECTORS

The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation or the Bylaws for the next succeeding annual meeting of shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be not less than two (2), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Corporation may fix the number of directors at a number other than two (2) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be less than two (2), and to fill the vacancies created by such increase in the number of directors.

Unless otherwise provided by the Bylaws of the Corporation, the directors of the Corporation need not be stockholders.


The Board of Directors of the Corporation, by unanimous written Consent dated May 3, 2000 adopted the resolutions in which were set forth the foregoing amendments to the Articles of Incorporation, and which contained a statement declaring that the said amendments of the Articles of Incorporation were advisable and a direction that it be submitted for consideration by the Corporation's shareholder.

The amendments of the Articles of Incorporation as hereinabove set forth were approved by the unanimous written Consent of the holder of all outstanding shares entitled to vote thereon dated May 10, 2000 in accordance with section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, KOWELL CORPORATION has cause these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 17th day of May, 2000.



KOWELL CORPORATION

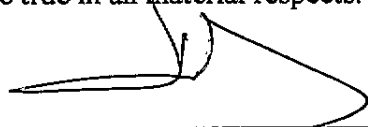
by 
its President

Attest:


Secretary

I, the undersigned, the President of KOWELL CORPORATION, do acknowledge these Articles of Amendment to be the corporate act of such corporation, and with respect to all

matters and facts set forth herein, state under penalties of perjury that to the best of my knowledge, information and belief such matters and facts are true in all material respects.

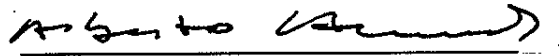


José Manuel Fernández

STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI-DADE)

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deed, José Manuel Fernández, President of KOWELL CORPORATION, a Florida corporation, and acknowledge that he executed the above and foregoing Articles of Amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

Witness my hand and official seal at Miami, Miami-Dade County, Florida this 17th day of May, 2000.



Notary Public
State of Florida at Large