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11/05/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000018453 5))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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ACCT#: 071001002335

FAX #: (305)716-0346

NAME: LILY'S D.M.E. CORP.

AUDIT NUMBER.....H97000018453

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 2

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** ENTER 'M' FOR MENU. **

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97 NOV -5 AM 11:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV -5 PM 4:27
DIVISION OF CORPORATIONS

Amend

See
11/6

ARTICLES OF AMENDMENT
OF
LILY'S D.M.E. CORP.

FILED
97 NOV -5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted: ARTICLE V

The principal office shall be:

175 Fountainbleau Blvd, Suite 1-A2
Miami, FL 33175

SECOND: Amendment adopted: ARTICLE VI

The Board of Directors shall consist of a total Two(02) persons, and the name and address of the persons who will serve as directors are:

MIRIAM VALDES
1440 SW 131 Avenue
MIAMI, FL 33184

President

ALBERTO BENGOCHEA
3469 SW 112TH Court
MIAMI, FL. 33165

Secretary - Treasurer

The names and address of the subscribers of the Corporation are:

MIRIAM VALDES
1440 SW 131th Avenue
MIAMI, FL 33184

75.00 %

ALBERTO BENGOCHEA
3469 SW 112TH Court
MIAMI, FL. 33165

25.00%

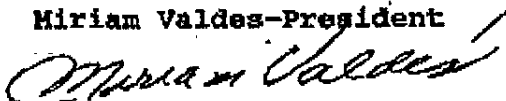
THIRD: The date of each amendment's adoption 11/05/97

THIRTH: The amendments were approved by the shareholders and Directors. The number of votes cast for the amendments were sufficient for approval.

Signed this 5th of NOV, 1997.

Prepared by:
Miriam Valdes
1440 S.W. 131st Ct.
Miami, Fl 33184
(305) 229-8252

Miriam Valdes-President



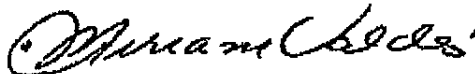
ARTICLES XI

We will add an Article XI to the Articles of Incorporation.

The name of the registered agent will remain the same and the following address is as follows:

MIRIAM VALDES
1440 SW 141 AVENUE
MIAMI, FL. 33184

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 APPOINT- AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATION TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION.



AS REGISTERED AGENT.
SIGNATURE

DATE NOV. 05, 1997