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December 20, 1996

Secretary of State
Corporate Division
Tallahassee, FL

500002041495--4
-12/30/96--01084--002
*****35.00 *****35.00

Re: Ancillary Technologies, Inc.

Dear Sir/Madam:

Sent herewith is the original and one fully executed copy of Articles of Amendment of Ancillary Technologies, Inc. together with our trust account check in the sum of \$35.00 representing your filing fee and costs.

Kindly acknowledge receipt of the Articles of Amendment at your earliest convenience.

Very truly yours,

ARAN CORREA & GUARCH, P.A.

Silvia M. Rodriguez
Silvia M. Rodriguez

smr: no
Enclosures

55 DEC 30 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

OK
P95000073766
12-30-96

ARTICLES OF AMENDMENT
OF
ANCILLARY TECHNOLOGIES, INC.

I, the undersigned, being all of the directors and shareholders of ANCILLARY TECHNOLOGIES, INC., a Florida corporation, hereby certify as follows:

I

The name of the corporation is:

ANCILLARY TECHNOLOGIES, INC.

II

The Articles of Incorporation are hereby amended by the following resolution adopted by the Board of Directors and unanimously approved by all of the Shareholders on October 30, 1996.

IT IS RESOLVED AS FOLLOWS:

(a) The Articles of Incorporation are hereby amended to increase the number of authorized shares of the corporation from One Hundred (100) Shares to One Million (1,000,000) Shares, and the par value is decreased from \$1.00 par value to \$.01 par value, adopted October 30, 1996.

(b) The Articles of Incorporation are hereby amended to change the principal address of the corporation as follows:
6931 N.W. 82 Avenue, Miami, Florida adopted October 30, 1996.

(c) The Articles of Incorporation are hereby amended to change the number of directors from one director to four directors, adopted October 30, 1996. That the current directors for the Corporation and their respective addresses are as follows:


David Sullivan at 264 De Soto Drive, Miami Springs, Florida.
Margarita Balloveras at 8325 S.W. 106 Street, Miami, Florida.
Philip Wojahn at 3800 Galt Ocean Drive, #1105, Ft. Lauderdale, FL
Margarita Rivera at 20037 NE 2 Place, Miami, Florida.

55 NOV 30 1996
TALLAHASSEE, FLORIDA
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FILED

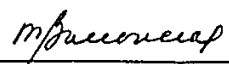
III

The number of votes cast for the aforesaid amendments by the shareholders was unanimous and sufficient for approval.

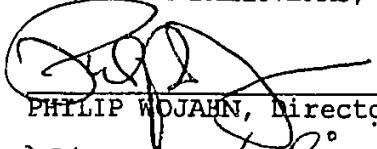
IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Amendment this 30 day of October, 1996.



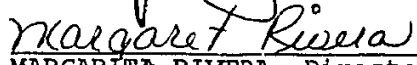
DAVID SULLIVAN, Director



MARGARITA BALLOVERAS, Director



PHILIP WOJAHN, Director



MARGARITA RIVERA, Director

APPROVED
AND
FILED
25 DEC 30 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on the 30 day of October, 1996,
personally appeared before me, an authorized officer duly
commissioned to administer oaths and take acknowledgments,

DAVID SULLIVAN

to me well known and known to me to be the person who executed
the foregoing Articles of Amendment and who acknowledged that it
was signed and executed for the uses and purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Miami, Dade County, Florida, the day and year first above
written.

Belinda Velilla
NOTARY PUBLIC
My Commission Expires

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on the 30 day of October, 1996,
personally appeared before me, an authorized officer duly
commissioned to administer oaths and take acknowledgments,

MARGARITA BALLOVERAS

to me well known and known to me to be the person who executed
the foregoing Articles of Amendment and who acknowledged that it
was signed and executed for the uses and purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Miami, Dade County, Florida, the day and year first above
written.

Belinda Velilla
NOTARY PUBLIC
My Commission Expires

Belinda Velilla
Notary Public, State of Florida
Commission No. CC 411020
My Commission Expires 10/02/98
1-800-345-NOTARY - The Notary Service & Bonding Co.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on the 20 day of October, 1996,
personally appeared before me, an authorized officer duly
commissioned to administer oaths and take acknowledgments,

PHILIP WOJAHN

to me well known and known to me to be the person who executed
the foregoing Articles of Amendment and who acknowledged that it
was signed and executed for the uses and purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Miami, Dade County, Florida, the day and year first above
written.

Belinda Velilla
NOTARY PUBLIC
My Commission Expires:
Belinda Velilla
Notary Public, State of Florida
Commission No. CC 411020
My Commission Expires 10/02/98
1-800-1-NOTARY - Fla. Notary Service & Bonding Co.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on the 3. day of October, 1996,
personally appeared before me, an authorized officer duly
commissioned to administer oaths and take acknowledgments,

MARGARITA RIVERA

to me well known and known to me to be the person who executed
the foregoing Articles of Amendment and who acknowledged that it
was signed and executed for the uses and purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal at Miami, Dade County, Florida, the day and year first above
written.

Belinda Velilla
NOTARY PUBLIC
My Commission Expires:
Belinda Velilla
Notary Public, State of Florida
Commission No. CC 411020
My Commission Expires 10/02/98
1-800-1-NOTARY - Fla. Notary Service & Bonding Co.