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From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305)358-2571
Fax Number : (305)358-7832

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BASIC AMENDMENT

VISUALCOM INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 06 |
| Estimated Charge | \$35.00 |

AMEND
3/31

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ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
VISUALCOM INC.

FILED
99 MAR 30 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute Section 607.1006, the Articles of Incorporation of VISUALCOM INC. (hereinafter the "Corporation") are hereby amended and replaced in their entirety to read as follows:

ARTICLE I

NAME & PLACE OF BUSINESS: The name of this Corporation is VISUALCOM INC., and its principal place of business is 1001 Brickell Bay Drive, Suite 1520, Miami, Florida 33131.

ARTICLE II

DURATION: This Corporation shall have perpetual existence which shall commence at the date of the filing of these Amended Articles with the Secretary of State.

ARTICLE III

PURPOSES: The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

Prepared by:
acei Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 358-2571

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AUTHORIZED SHARES: The capital stock of this Corporation shall be 10,000,000 Shares of Common Stock of One Cent (\$.01) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. There shall be no pre-emptive right granted to the stockholders with respect to the shares of the Corporation. On dissolution or liquidation of the Corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the Corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE: The registered agent of this Corporation and his address are as follows: Brian H. Nelson, Esq., Becker & Poliakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE VI

BOARD OF DIRECTORS:

1. The number of Directors of this Corporation shall not be less than one (1) nor more than nine (9). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors, from time to time, shall never be less than one (1).

2. The name and address of the Directors at the time of filing are as follows:

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| <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------|--|
| André L. Vanyi-Robin | 1001 Brickell Bay Drive, Suite 1520 Miami, Florida 33131 |
| Yolanda Navés Descartín | 1001 Brickell Bay Drive, Suite 1520 Miami, Florida 33131 |
| Jaime Reusche | Calle La Cima, Edificio Mara Apt. 81 Santa Rosa de Lima Caracas 1062, Venezuela |
| Dominique Robert | 94 Rue Marius Aujan 92300 Levallois-Perret Paris, France |
| Toby Redshaw | 3572 Greenside Drive, Suite 104 Memphis, TN 38125 |

ARTICLE VII

INCORPORATOR: The name and address of the Incorporator of these Amended Articles of Incorporation shall read as follows: André L. Vanyi-Robin, 1001 Brickell Bay Drive, Suite 1520, Miami, Florida 33131.

ARTICLE VIII

ADDITIONAL PROVISIONS: The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation, and for creating, dividing, limiting, and regulating the powers of the Corporation, its stockholders, and Directors are hereby adopted as a part of these Amended Articles of Incorporation:

1. No person shall be required to own, hold, or control stock in the Corporation

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as a condition precedent to holding an office in, or serving as a director of, the Corporation.

2. This Corporation shall indemnify any officer or Director, and any former officer or Director to the full extent provided by law. This Corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

3. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the Corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

The foregoing Amended Articles of Incorporation was approved and adopted by a majority vote of the Shareholders of the Corporation on January 27, 1999.

All Shareholders of the Corporation were entitled to vote on the aforesaid Amendments, and the number of votes cast for the Amendments by the Shareholders was sufficient for approval of the Amendments.

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IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Amendment to Articles of Incorporation at Miami, Miami-Dade, County, Florida, for the uses and purposes aforesaid this 29 day of JANUARY, 1999.


ANDRE L. VANYI-ROBIN
President

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

The foregoing instrument was acknowledged before me this 29 day of JANUARY, 1999, by ANDRE VANYI-ROBIN as President of Visuaicom Inc., who is personally known or produced _____ as identification.

NOTARY PUBLIC:

Sign: 
Print: PATRICIA KEMP
State of Florida at Large

My Commission Expires: 4.29.01
(SEAL)



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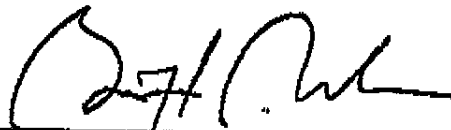
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 807, Florida Statutes, the following is submitted in compliance with said Act: VISUALCOM INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Amended Articles of Incorporation in Miami, Miami-Dade County, State of Florida, has named Brian H. Nelson, Esq., Becker & Pollakoff, P.A., 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and I agree to comply with the provisions of said Act relative to keeping open said office, and I accept the obligations of Chapter 607.0506 of the Florida Statutes.



BRIAN H. NELSON, ESQ.
Registered Agent

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