



EXCLUSIVE  
AMERICAN  
IMPORTERS

**CUIDAO™ HOLDING CORP.**

3201 WEST GRIFFIN ROAD, SUITE 204  
FT. LAUDERDALE, FLORIDA 33312-6900  
954-964-1060 • FAX: 954-964-7087

July 07, 1997

Annette Hogan  
Corporate Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Via Priority Mail

FILED  
97 JUL 10 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Annette*

Re: Cuidao Holding Corp.  
Document #P96000013090

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-07/23/97--01115--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Miss Hogan,

Please find one (1) original and one (1) copy of the Articles of Amendment to the above referenced corporation's Articles of Incorporations. Please fax to our offices at (954)964-7087 a filed stamped copy for our records.

Also enclosed is a self addressed stamped envelope to return our original stamped copy to our offices.

Thanks for your help in this matter.

Sincerely,

*K. Klein*

Kristene Klein  
Administrative Assistant

Date	7/18/97
Amount	
Ex. 1st	ADH
Ex. 2nd	ADH
Ex. 3rd	ADH
Ex. 4th	ADH
Ex. 5th	ADH
Ex. 6th	ADH
Ex. 7th	ADH
Ex. 8th	ADH
Ex. 9th	ADH
Ex. 10th	ADH

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**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CUIDAO HOLDING CORP.**

FILED  
97 JUL 10 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 7.1 of the Articles of Incorporation of CUIDAO HOLDING CORP. was amended to state on May 31, 1996:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED MILLION (100,000,000)** shares of common stock, each having a par value of TEN CENTS (\$0.10).

**SECOND:** The corporate capitalization of CUIDAO HOLDING CORP. will be amended to state:

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE HUNDRED MILLION (100,000,000)** shares of common stock, each having a par value of TEN CENTS (\$0.10).

The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN MILLION (10,000,000)** shares of preferred stock, each having a par value of TEN CENTS (\$0.10).

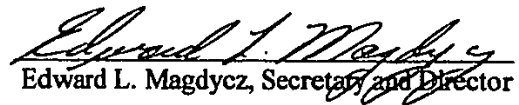
**THIRD:** The date of the adoption of this amendment is the 1st day of July, 1997.

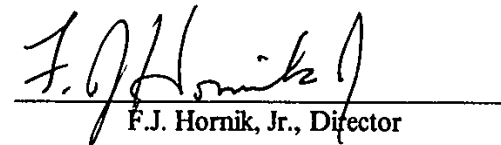
**FOURTH:** The amendment was approved by a majority of the Board of Directors. The number of votes cast for the amendment was sufficient for approval.

**FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Dated the 1st day of July 1997.

  
C. Michael Fisher, President and Director

  
Edward L. Magdycz, Secretary and Director

  
F.J. Hornik, Jr., Director

**WRITTEN CONSENT OF SHAREHOLDERS  
OF  
CUIDAO HOLDING CORPORATION  
a Florida corporation**

The undersigned are record owners of 2,775,000 shares of the common stock of Cuidao Holding Corporation, a Florida corporation (the "Corporation"). Pursuant to Section 607.0704 of the Florida General Corporation, by this written consent and without a meeting, take the following actions:

**Increase in Authorized Classes of Shares**

WHEREAS, pursuant to Article II, Section 3 of the Corporation's Bylaws, the shareholders of the Corporation owning a majority of stock are authorized to vote at a special meeting.

WHEREAS, it has been deemed to be in the best interest of the Corporation to increase the number of authorized classes of shares of stock available from one (1) to two (2), by adding a Preferred Class.

Now, Therefore be it resolved, that the number of classes of stock of the Corporation shall be two (2), which shall now include a Preferred Class of stock.

**Reduction in Outstanding Shares of Common Stock**

WHEREAS, it is deemed to be in the best interest of the Corporation to effectuate a 1:2.5 reverse stock split for all shareholders of record as of June 30, 1997, wherein each Shareholder will receive one share for each two and a half shares held. Said reverse stock split shall also apply to the holders of any options to acquire stock that are outstanding (and not exercised) as of June 30, 1997, and to any service providers having an option to acquire stock that is outstanding as of June 30, 1997 (but not yet exercised).

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors are authorized to effectuate the reverse stock split set forth above effective June 30, 1997.

7-3-97

Date

C. Michael Fisher, Pres. & Director  
C. Michael Fisher, President and Director

7/2/97

Date

Edward L. Magdycz  
Edward L. Magdycz, Secretary and Director

7-3-97

Date

F.J. Hornik, Jr.  
F.J. Hornik, Jr., Director

**CUIDAO HOLDING CORP.****DIRECTOR'S CONSENT AND RESOLUTION**

Pursuant to F.S. 607.1003, the undersigned, being all of the Directors of CUIDAO HOLDING CORP., have received the authorization and consent of more than a majority of the Shareholders of the stock issued and outstanding and entitled to vote, to amend the Articles of Incorporation to provide as follows:

"Amend Article 7 to state that the corporation is authorized to issue 10,000,000 shares of \$0.10 par value preferred stock which shall be designated as "Preferred Shares" (for a total authorized issuance of 10,000,000 preferred shares)."

RESOLVED that the Directors shall file Articles of Amendment to the Articles of Incorporation to reflect the above increase in authorized shares; and

RESOLVED FURTHER, that the undersigned, having received the authorization and consent of more than a majority of the Shareholders of the stock issued and outstanding and entitled to vote, shall cause to be effectuated a 1:2.5 reverse stock split for all shareholders of record as of June 30, 1997, wherein each Shareholder will receive one share for each two and a half shares held. Said reverse stock split shall also apply to the holders of any options to acquire stock that are outstanding (and not exercised) as of June 30, 1997, and to any service providers having an option to acquire stock that is outstanding as of June 30, 1997 (but not yet exercised); and

RESOLVED FURTHER, that the directors hereby authorize the officers and management of the corporation to effectuate a private placement offering, and or an Initial Public Offering of the Company's stock as a source of raising additional capital for the corporation.

The forgoing resolution was adopted at a special meeting of the Board of Directors of the corporation, after receiving written consent of more than a majority of the shareholders, duly convened for the purposes set forth above, on June 30, 1997. The number of votes cast by the shareholders were sufficient for approval.

The Directors are hereby authorized to file the Articles of Amendment to the Articles of Incorporation, and hereby authorize management to effectuate the above.

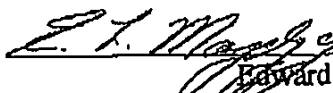
**Increase of Corporate Capitalization**

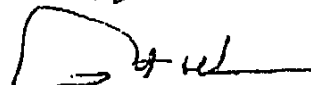
WHEREAS, it has been deemed to be in the best interest of the Corporation to effectuate a private placement offering, and or an Initial Public Offering of the Company's stock as a source of raising additional capital for the Corporation.

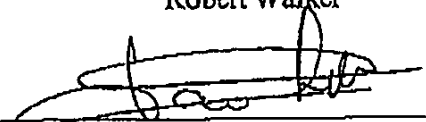
NOW THEREFORE, BE IT RESOLVED, that the Board of Directors are authorized to effectuate a private placement offering, and or an Initial Public Offering of the Company's stock.

RESOLVED FURTHER, that any and all actions taken by the Board of Directors and officers of the Corporation, on behalf of the Corporation, are ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned shareholders of the Corporation have duly executed the unanimous written consent as of June 30, 1997.

  
Edward L. Magdycz

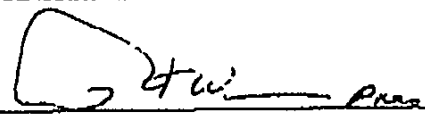
  
Robert Walker

  
Regis Louchet

**EURO IMPERIAL GROUP, LTD.**

By:   
C. Michael Fisher - President

**PARIS INTERNATIONAL HOLDINGS CORP.**

By:   
Robert Walker- President



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97 JUL 11 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Via Express Mail**

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-07/23/97--0115-014  
\*\*\*35.00 \*\*\*35.00

**Please find one (1) original and one (1) copy of the Articles of Amendment to the above referenced corporation's Articles of Incorporations. Please fax to our offices at (954)964-7087 a filed stamped copy for our records.**

**Sincerely,**

K. Khan

**Kristene Klein**  
**Administrative Assistant**

7/18/97  
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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CUIDAO HOLDING CORP.**

97 JUL 11 PM 1:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

**FIRST:** Article 5.0 of the Articles of Incorporation of CUIDAO HOLDING CORP. states:

The Officers of Incorporation shall be:

President:	Robert K. Walker
Secretary:	Robert K. Walker
Treasurer:	Robert K. Walker

whose address shall be the same as the principal address of the Corporation.

**SECOND:** The officers of CUIDAO HOLDING CORP. will be amended to state:

President:	C. Michael Fisher
Secretary:	Edward L. Magdycz
Chief Financial Officer:	Francis X. Scanlan
Treasurer:	None

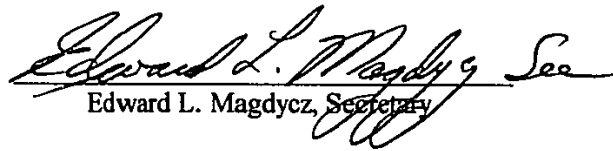
whose address shall be the same as the principal address of the Corporation

**THIRD:** The date of the adoption of this amendment is the 31st day of March, 1997.

**FOURTH:** The amendment was approved by a majority of the Board of Directors. The number of votes cast for the amendment was sufficient for approval. This amendment was adopted by the shareholders. The number of votes cast were sufficient for approval.

**FIFTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Dated the 9th day of July 1997.

  
Edward L. Magdycz, Secretary