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2/25/97

FLORIDA DIVISION OF CORPORATIONS
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FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIQUEZ

PHONE: (305)672-0686

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NAME: NORD INTERNATIONAL INC.

AUDIT NUMBER.....H97000003297

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 2

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February 26, 1997

NORD INTERNATIONAL INC.
8343 LAKE DRIVE
SUITE 102
MIAMI, FL 33166

SUBJECT: NORD INTERNATIONAL INC.
REF: P97000017235

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000003297
Letter Number: 097000010034

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Articles of Amendment

Article I. Name

The name of this Florida corporation is NORD International Inc. (the "Corporation").

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the text of Article II is deleted in its entirety and replaced with the following:

The mailing address of the Corporation is:

NORD International Inc.
9709 NW 41st Street
Suite 104
Miami, FL 33178

The Articles of Incorporation of the Corporation are further amended so that the text of Article V is deleted in its entirety and replaced with the following:

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Julio Gonzalo

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on February 25, 1997.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

An authorized representative of the Corporation executed these Articles of Amendment on February 25, 1997.

NORD International Inc.

By: 

Julio Gonzalo, President

Corporate Creations International Inc.
401 Ocean Drive, Suite 312
Miami Beach, FL 33139
(305) 672-0686
H97000003297