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PC HEADQUARTERS, INC.
2918 N.W. 72nd Avenue
MIAMI, FLORIDA 33122

TEL (305) 592-9334
FAX (305) 592-6998

FILED
97 OCT 30 PM 12:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 24, 1997

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

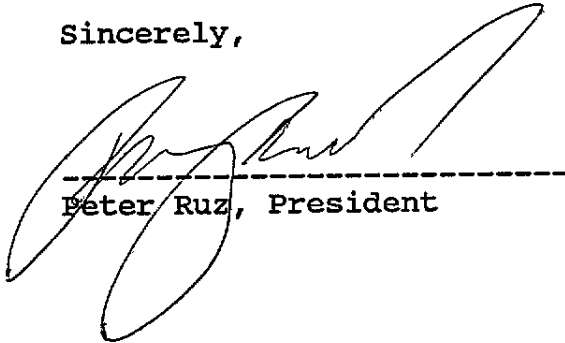
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*****35.00 *****35.00

Gentlemen:

Enclosed are two copies of the Articles of Amendment of PC HEADQUARTERS, INC. along with a check in the amount of thirty five dollars (\$35.00).

Please process the amendments at your earliest convenience.

Sincerely,



Peter Ruz, President

VS NOV 4 1997

Amend.

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TALLAHASSEE FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PC HEADQUARTERS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

a. ARTICLE IV - ADDRESS is amended as follows:

ARTICLE IV - REGISTERED AGENT

The name of the registered agent of the corporation is Peter Ruz. The address of the registered agent is 13421 N.W. 4th Street #19-201, Pembroke Pines, Florida 33028.

b. ARTICLE VI - OFFICERS AND DIRECTORS

The names and addresses of the officers and directors are:

Peter Ruz, President/Director
13421 N.W. 4th Street #19-201
Pembroke Pines, Florida 33028

Javier Murray, Secretary/Director
2918 N.W. 72 Avenue
Miami, Florida 33122

SECOND: The date of the amendments is October 24, 1997.

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

Signed this 24th day of October, 1997.

PC HEADQUARTERS, INC.



Peter Ruz, President

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the new registered agent / registered office, in the State of Florida.

1. The name of the corporation is PC HEADQUARTERS, INC..
2. The name and address of the registered agent and office is:

Peter Ruz
13421 N.W. 4th Street #19-201
Pembroke Pines, Florida 33028

SIGNATURE



Peter Ruz

TITLE: President

DATE: October 24, 1997

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 appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating the the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.

SIGNATURE



Peter Ruz

DATE: October 24, 1997