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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PRINCE TRADING, INC.

S

AUDIT NUMBER..... H97000009114 DOC TYPE..... BASIC AMENDMENT

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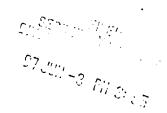
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION



| PRINCE | TRADING | INC. | |
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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: Amendment(s) adopted: Effective June 3, 1997 Ali Mohamed Ibrahim at 800 N.W 2nd Ave, Miami Fl 33136 resigns as President of Prince Trading Inc., and Randa Zabadneh at 3901 S. Ocean Dr., Apt. 7-J Hollywood Fl 33019 is designated President and sole Officer of Prince Trading Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

| THIRD: The date of each amendment's adoption: June 3, 1997 |
|---|
| FOURTH: Adoption of Amendment(s) (check one) |
| The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and the shareholder action was not required. |
| X The amendment(s) was/were approved by the shareholders. The number of votes-cast for the amendment(s) was/were sufficient for approval. |
| The amendment(s) was/were approved by the shareholders through voting groups. |
| [The following stancement enust be separately provided for each voting group entitled to vote separately on the amendment(s),] |
| The number of votes east for the amendment(s) was/were sufficient for approval By Unanimous Decision (voting group) |
| Signed this 3 day of June , 1997. |
| PRINCE TRADING INC. |
| (corporation name) By ALI MOHAMED IBRAHIM |
| (chairman or vice-shairmen of the board of directors, president or other officer (Ladopard by the share holders) (a director of incorporate if adopted by the directors or incorporators) |
| President (typed or printed name) |
| JOSE NAE 3899 NW 7 TH STREET SUITE 203 |

JOSE NAE 3899 NW 7TH STREET SUITE 203 MIAMI, FL 33126 (305) 541-1980 U 070 00

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