

DRU D. LASHBROOK & ASSOCIATES, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

Dru D. Lashbrook, CPA
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July 18, 1997

P 96000062050

Ballarini Industries, Inc.
2132 W. 62nd St.
Hialeah, FL 33016

Dear Franco:

Please sign the enclosed Article of Amendment where indicated.

Send all correspondence and your check for \$35.00 to:

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

900002242369--4
-07/21/97--01031--005
*****35.00 *****35.00

If you have any questions regarding this matter, please call the office.

Thank you.

Sincerely,

LASHBROOK & ASSOCIATES, P.A.

Brian H. Wollard

Brian H. Wollard, CPA

BHW/ps
enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 21 PM 3:30

Amendment

JUL 21 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 21 PM 3:30

EUROPLAST, INC.

(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF EUROPLAST, INC.

The special meeting of the Board of Directors of the above Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and pre-fixed to the minutes of this meeting. The meeting was called to order by the President and Secretary/Treasurer/Director was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was Resolved, that VICTOR M. CORVO was appointed as a Vice-President with the ability to sign for the corporation on the corporate bank accounts as of 7-15-97. RESOLVED that the President and such other officers as he may designate are hereby authorized, empowered, and directed to take any and all action necessary or desirable to. There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

WAIVER OF NOTICE OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF EUROPLAST, IN.

We the undersigned, being all of the Directors of the corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder and do hereby waive all notice whatsoever of such meeting and of any adjournment of adjournments thereof. We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournment thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: Hialeah, Florida Time of Meeting: 4:00 PM

Date of Meeting: 7/14/97

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:

Purpose of Meeting: To appoint Victor M. Corvo as a Vice-President of the corporation as of 7-15-97.

THIRD: The date of each amendment's adoption: 7/15/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group"

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 14 day of JULY, 19 97

Signature [Handwritten Signature]
(By the Chairman or Vice Chairman of the Board of Directors, President or other officers if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FRANCO BALLARINI

Typed or printed name

PRESIDENT

Title

MINUTES OF SPECIAL MEETING
 OF THE BOARD OF DIRECTORS
 OF
EUROPLAST, INC.

The special meeting of the Board of Directors of the above-captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President and SECRETARY/TREASURER/DIRECTOR, was presented to the meeting. After discussion, upon motion duly made, seconded and carried, it was

RESOLVED, THAT VICTOR M. CORVO WAS APPOINTED AS A VICE-PRESIDENT WITH THE ABILITY TO SIGN FOR THE CORPORATION ON THE CORPORATE BANK ACCOUNTS AS OF 7/13/97.

RESOLVED, that the President and such other officers as he may designate are hereby authorized, empowered and directed to take any and all action necessary or desirable to

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the same was adjourned.

X Maria M. Mesquita
 Secretary MARIA M. MESQUITA

APPROVED:

X Franco Ballarini
 President FRANCO BALLARINI

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

EUROPLAST, INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be valid and legal and of the same force and effect as if such meeting or adjournment meeting were held after notice.

Place of Meeting: HIALEAH, FLORIDA

Date of Meeting: 7/14/97

Time of Meeting: 4:00 PM

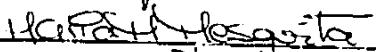
Purpose of Meeting: TO APPOINT VICTOR M. CORVO AS A VICE-PRESIDENT
OF THE CORPORATION AS OF 7/15/97.

Dated: 7/14/97

, 19



Director FRANCO BALLARINI



Director MARIA N. MESQUITA

Director