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ACCOUNT NO. : 072100000032

REFERENCE : 238923 94018A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 28, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 238923-005

CUSTOMER NO: 94018A

100002071321--9  
-01/28/97-01167-011  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

CUSTOMER: Michael Ortiz, Esq  
Michael Ortiz, P.a.  
Suite 902, Grand Bay Plaza  
2665 South Bay Shore Drive  
Miami, FL 33133

DOMESTIC AMENDMENT FILING

NAME: NEW SOURCE USA INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. MaDry

EXAMINER'S INITIALS: \_\_\_\_\_

*1/28/97*  
*Name Change* *DC*

FILED  
97 JAN 28 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
97 JAN 29 PM 12:13

LAW OFFICES  
**MICHAEL ORTIZ, P.A.**

SUITE 902  
GRAND BAY PLAZA  
2665 SOUTH BAYSHORE DRIVE  
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TELEPHONE (305) 856-7879  
FAX (305) 856-5979

OF COUNSEL:  
ANIBAL QUIROGA LEON  
LIMA, PERU

January 27, 1997

**HAND DELIVERED**

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

RE: New Source USA Inc.  
Client File Number 250

To Whom It May Concern:

Enclosed herewith please find an original and one (1) copy of the Amendment to the Articles of Incorporation (the "Amendment") of the above-referenced Corporation. Also enclosed is a check in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) in payment the following fees:

Filing Fee	\$35.00
Certified Copy Fee	52.50
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Total	\$87.50

Please acknowledge your receipt of the enclosed Amendment and check by signing the enclosed acknowledgment copy of this letter and returning it to me in the envelope provided, together with the certified copy of the Amendment upon their filing.

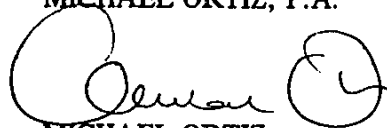
Secretary of State  
Division of Corporations  
January 27, 1997  
Page -2-

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Thank you for your attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

MICHAEL ORTIZ, P.A.



MICHAEL ORTIZ

MO/cb  
Enclosures  
Secy-St-2.ltr\*250

AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
NEW SOURCE USA INC.

FILED  
97 JAN 28 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby execute, acknowledge and file the following Amendment to the Articles of Incorporation of NEW SOURCE USA INC.

1. The name of the corporation is currently NEW SOURCE USA INC.
2. The Articles of Incorporation are amended as follows:
  - a. By deleting, immediately preceding the first paragraph of such Articles, the word, "New Source USA Inc." and by substituting in lieu thereof "Satico Inc."; and
  - b. By deleting all of Article I hereof, and by substituting in lieu thereof, all of the following:

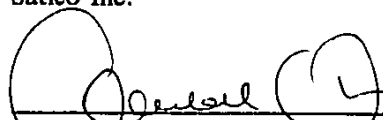
The name of this corporation shall be: Satico Inc.

- c. In all other respects, the Articles of Incorporation shall remain unchanged.
3. This Amendment was adopted by a written statement signed by the shareholders and directors of Satico Inc. on January 23, 1997 pursuant to Section 607.1003 of the Florida Statutes.
4. The effective date of this Amendment shall be upon the filing of this Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the President of the above named corporation, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes this Amendment to the Articles of Incorporation this 27th day of January, 1997.

New Source USA Inc. to be known  
hereafter as:  
Satico Inc.

By:

  
MICHAEL ORTIZ, President