

P96000081462

REMOLINA & ASSOCIATES, INC.

Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140
Telephone (305) 532-3600 Ext. 2705

FILED
98 DEC 17 AM 10:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 5, 1998.

Ms. Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314.

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Ref.: Your letter Number 998A00054832
Subj.: REMOLINA & ASSOCIATES, INC.
Ref. Number: P96000081462.

Dear Ms. Lewis:

This will acknowledge receipt of your letter dated November 13, 1998, copy attached for better reference. We have corrected as suggested in your letter all the information previously sent in error. Please notice, however, that our corporation has only two (2) stockholders and that all resolutions, decisions, nominations, etc. are made unanimously always. It is so indicated in each document and the date of each resolution has also been indicated in each document. We have deleted the words suggested by you also.

Attached are the following documents:

- a. Two (2) copies of the Articles of Amendment. (*)
- b. Two (2) copies of the Year 1997 of Waiver of Notice and Minutes of the Annual Meeting of Shareholders. (*)
- c. One copy of Waiver of Notice and Minutes of Annual Meeting of Stockholders for the Year 1998.
- d. One copy of the Waiver of Notice and Minutes of the Annual Meeting of the Board of Directors for the Year 1997.
- e. One copy of the Waiver of Notice and Minutes of the Annual Meeting of the Board of Directors for the Year 1998.

(*) Please return one stamped as received copy of each of these two documents. To cover the fees for the Filing of the Articles of Amendment \$35.00 plus \$8.75 each for the two stamped as received copies (one of the Articles of Amendment and one of the Annual Meeting of Shareholders for the Year 1997) we are attaching herewith Money Order No. 01096427294 in the total amount of \$52.50 to cover these expenses.

The prompt approval of the above corrected documents and prompt return of the stamped as received copies would be most appreciated. Many thanks for your attention. We remain,

Sincerely yours,


Mauricio Remolina - President
REMOLINA & ASSOCIATES, INC.

Enclosed: all documents indicated above.

TU 12/17/98
Amend

REMOLINA & ASSOCIATES, INC.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

Miami Beach, Florida
November 9, 1998.

Ms. Doris McDuffie
Corporate Specialist Supervisor
New Filings Section
Florida Department of State
Division of Corporations
P. O. Box 6327
TALLAHASSEE, FLORIDA 32314.

Dear Ms. McDuffie:

Enclosed please find the following documents for registration in the files pertaining to our corporation REMOLINA & ASSOCIATES INC.:

1. 1997 Annual Stockholders Meeting - 4 pages.
2. 1998 Annual Stockholders Meeting - 2 pages.
3. 1997 Annual Meeting of Directors - 2 pages.
4. 1998 Annual Meeting of Directors - 2 pages.
5. Revision of the Articles of Incorporation - 3 sets of 4 pages each.

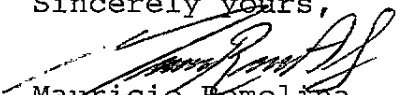
We would appreciate it very much if you were kind enough so as to return two copies of the Revision of the Articles of Incorporation duly stamped as received and registered by your office. Many many thanks.

We would also like to notify of the new address of the corporation:

REMOLINA & ASSOCIATES, INC.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

We have not filed a Corporation Annual Report for the year 1997 inasmuch as the Corporation was not active during that year. Hopefully it will start its operations some time before the end of this year, 1998.

We thank you in advance for your very kind attention.
Sincerely yours,


Mauricio Remolina
President REMOLINA & ASSOCIATES, INC.
Enclosed: all documents listed above.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 13, 1998

MAURICIO REMOLINA
% WYNDHAM RESORT-LOWER LEVEL-GUICAN
4833 COLLINS AVENUE
MIAMI BEACH, FL 33140

SUBJECT: REMOLINA & ASSOCIATES, INC.
Ref. Number: P96000081462

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please entitle your document Articles of Amendment.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 998A00054832

ARTICLES OF AMENDMENT FOR THE INCORPORATION
OF
REMOLINA & ASSOCIATES, INC.

The undersigned, for the purpose of issuing Articles of Amendment for the formed corporation under the Florida Business Corporation Act, hereby adopts the following Amended Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

REMOLINA & ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be:

Remolina & Associates, Inc.
Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

ARTICLE III - CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One thousand (1,000) shares of Three hundred and fifty 00/100 dollars (US\$350.00) par value each.

ARTICLE IV - NEW REGISTERED AGENT AND ADDRESS.

The name and address of the new Registered Agent is:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. Mauricio Remolina
Remolina & Associates, Inc.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have three Directors. The number of Directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The names and addresses of the present Directors of this corporation are:

Mr. Mauricio Remolina
Remolina & Associates, Inc.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

Ms. Clara I. Remolina
Remolina & Associates, Inc.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

Mrs. Iliana Madero
Remolina & Associates, Inc.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

ARTICLE VI - OFFICERS.

The names and street addresses of the officers of this corporation are:

Mr. Mauricio Remolina PRESIDENT
Remolina & Associates, Inc.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

Ms. Clara I. Remolina VICE PRESIDENT
c/o. Mr. Mauricio Remolina
Remolina & Associates, Inc.
Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

ARTICLE VII - AMENDMENT.

The name and street address of the issuer of these Articles
of Amendment is:

Mr. Mauricio Remolina
Remolina & Associates, Inc.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

The undersigned has issued these Articles of Amendment on this
18th. day of October, 1997.

Signed: _____

Mauricio Remolina - Issuer.

AMENDED CERTIFICATE OF DESIGNATION
NEW REGISTERED AGENT - NEW 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 office/new registered agent, in the State of Florida.

1. The name of the corporation is:

REMOLINA & ASSOCIATES, INC.

2. The name and street address of the new registered agent and new office is:

Mr. Mauricio Remolina
Remolina & Associates, Inc.
c/o. Wyndham Resort - Lower Level - GUICAN
4833 Collins Avenue
Miami Beach, Florida 33140.

Signed: _____

Mauricio Remolina - Agent.

Date: October 18, 1997.

HAVING BEEN NAMED AS THE NEW REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATES CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS THE NEW REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS THE NEW REGISTERED AGENT FOR THIS CORPORATION.

Signed: _____


Mauricio Remolina

New Registered Agent

Remolina & Associates, Inc.

Date: October 18, 1997.

Year 1997.

WAIVER OF NOTICE AND MINUTES OF ANNUAL MEETING OF SHAREHOLDERS
OF REMOLINA & ASSOCIATES, INC.

The Annual Meeting of Shareholders of the above named corporation was called to order on Saturday, October 18, 1997, at the new location of the corporation, located at the Westin Resort - Lower Level - GUICAN - 4833 Collins Avenue - Miami Beach, Florida 33140, by the President, Mr. Mauricio Remolina.

Mrs. Iliana Madero acted as Secretary and she called the roll, using the shareholders list compiled by the corporation. All shareholders were either in attendance at the meeting and signed and executed the within document, or if absent, a letter duly signed indicated the reason why he did not attend, all indicated their waiver of the notice of the meeting and their ratification of the actions taken at the meeting.

The corporation's President, Mr. Mauricio Remolina, declared the meeting to be in compliance with Florida Law and that the purpose of the Annual Meeting was to address the following matters:

a. Read and acknowledge receipt of the letter sent by Mr. Carlos F. Martínez, submitting his irrevocable resignation as Executive Vice President and Shareholder of Remolina & Associates, Inc. endorsing all his stocks of Remolina & Associates, Inc. to Mrs. Iliana Madero. Upon reading this letter the contents of it was totally accepted by the Meeting. A letter accepting the contents of this letter and thanking him for the work done on behalf of the corporation was sent on October 17, 1997 by the President, Mr. Mauricio Remolina.

b. Election by the corporation to pay the annual tax on

all clases of its stock, as agent for its Florida stockholders, and thus avoid the imposition of the intangible tax on said stockholders.

c. Election of directors for the current year. In view of the resignation of Mr. Carlos F. Martínez, on this date of October 18, 1997 the corporation has accepted Ms. Clara I. Remolina , a Colombian citizen, bearer of Colombian Passport No. 51733018, issued in Bogota, Colombia, as a Stockholder to replace Mr. Carlos F. Martínez. In consequence, Mrs. Iliana Madero transferred on this same date the stock endorsed to her by Mr. Carlos F. Martínez to Ms. Clara I Remolina.

d. With the incorporation of Ms. Clara I. Remolina to the corporation, it was unanimously decided to increase the working capital of the corporation to the amount of Thirty five thousand dollars (US\$35,000.00), divided as follows:

Mr. Mauricio Remolina	- 56%	- US\$19,600.00
Ms. Clara I. Remolina	- 44%	- US\$15,400.00

e. The rental of a business local in the Lower Level of the Westin Resort Hotel in Miami Beach to start a business endeavour early in 1998 was brought to the attention of the Meeting. Upon consideration and discussion it was unanimously accepted and decided on this date October 18, 1997. This business local will be used to sell Replicas of Pre-Columbian Jewelry and Pottery from Colombia. Ms. Clara I. Remolina will be in charge of purchasing and maintaining this business local stocked with these Colombian crafts.

All matters were discussed and upon review and discussion the following resolutions were unanimously adopted on this day of October 18, 1997 by all the shareholders of the corporation:

RESOLVED, that pursuant to the letter of resignation submitted by Mr. Carlos F. Martínez, his transfer of the stock owned by him in the corporation, both matters be accepted and unanimously adopted by the shareholders. A letter indicating this acceptance has been sent to him and a copy of this letter is in the files of the corporation.

RESOLVED, that pursuant to Florida Statute 199.057, the corporation hereby elects and shall pay the annual tax on all classes of its stock, as an Agent before the Florida Stockholders. Timely notice of this election shall be given by the Secretary of the Corporation unto each shareholder of this corporation.

RESOLVED, the unanimous election of directors for the following year is as follows:

Mr. Mauricio Remolina	-	President
Ms. Clara I. Remolina	-	Vice President
Mrs. Iliana Madero	-	Secretary/Treasurer

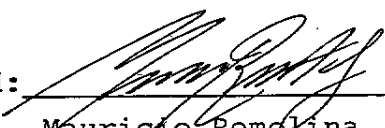
The address for all stockholders and directors will be the same address indicated above for the corporation.

RESOLVED, by unanimous decision that the working capital of the corporation will be increased effective on this day 18th. of October 1997 from the original working capital amount of One thousand dollars (US\$1,000.00) to Thirty five thousand 00/100 dollars (US\$35,000.00).

RESOLVED, that the new address for the corporation will be a business local in Miami Beach and that all efforts will be made to start doing business at this place as early as possible in 1998 in order to initiate the activities of the corporation.

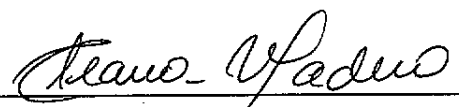
There being no further matters to bring forth to the attention of the shareholders, the meeting was adjourned.

October 18, 1997.

Signed: 

Mauricio Remolina

President


Signed: 

Iliana Madero - Secretary

We, the undersigned shareholders, do hereby waive any notice required with regards to this Annual Meeting of Stockholders and do hereby ratify and confirm each and all of the above actions taken at this meeting.

Signed: 

Mauricio Remolina-President

Signed: 

Clara I. Remolina - Vice-President

Miami, Florida - October 18, 1997.

Year 1997.

WAIVER OF NOTICE AND MINUTES OF THE ANNUAL MEETING OF THE BOARD
OF DIRECTORS OF REMOLINA & ASSOCIATES, INC.

The Annual Meeting of the Board of Directors of the above named corporation was called to order on Friday, October 17, 1997 at the offices of the corporation by the President Mr. Mauricio Remolina.

The Secretary, Mrs. Iliana Madero, then called the roll of the members of the Board of Directors of the corporation. All members of the Board of Directors were in attendance at the meeting or else sent a letter indicating the reason why they would not attend. All members present at the meeting signed and executed the within document, indicating their waiver of notice of the meeting and their ratification of the actions taken at the meeting.

The corporation's President, Mr. Mauricio Remolina then declared the meeting to be in compliance with Florida Law and that the purpose of the Annual Meeting of the Board of Directors was to address the following matters:

a. Letter of resignation received from Mr. Carlos F. Martínez. This matters was reviewed and the resignation was accepted unanimously. A letter is being sent to Mr. Martínez acknowledging his letter of resignation.

b. Instead of transferring the endorsed Certificate of Stock, as Mr. Martínez's letter had suggested, to Mrs. Iliana Madero, the Meeting decided unanimously to accept the investment of Ms. Clara I. Remolina. This will allow the required increase of working capital of the corporation and also the start of

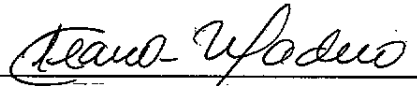
the operations in a foreseeable future. In consequence, it was unanimously decided to change the stockholders list to two members only: Mr. Mauricio Remolina with a 56% and Ms. Clara I. Remolina with 44%. Both matters were left subject to the final ratification by the Annual Meeting of Stockholders to be held during this month.

c. Election of the Board of Directors. The directors were elected as follows:

Mr. Mauricio Remolina	-	President
Ms. Clara I. Remolina	-	Vice President
Mrs. Iliana Madero	-	Secretary/Treasurer

There being no further business to come before the meeting, the President announced that the Annual Meeting of the Board of Directors of the corporation was adjourned at 2:45 P.M. on this Friday, October 17, 1997.


Date: October 17, 1997.

Signed: 
Iliana Madero-Secretary

We, the undersigned members of the Board of Directors, do hereby waive any notice required with respect to said meeting and do hereby ratify and confirm the above actions taken at said meeting.

Signed: 
Mauricio Remolina-President

Date: October 17, 1997.

Signed: 
Clara I. Remolina
Vice President

Year 1998.

WAIVER OF NOTICE AND MINUTES OF ANNUAL MEETING OF STOCKHOLDERS.

REMOLINA & ASSOCIATES, INC.

The Annual Meeting of Stockholders of the corporation was called to order on Friday, October 31, 1998, at 2:00 P.M. at the new offices of the corporation, located at the Wyndham Resort (previously called Westin Resort) Lower Level - GUICAN - 4833 Collins Avenue, Miami Beach, Florida 33140, by Mr. Mauricio Remolina, President of the corporation.

The Secretary, Mrs. Iliana Madero, then called the roll, using the stockholder list compiled for the above named corporation. The two stockholders were in attendance at the meeting and both executed and signed the within document, indicating their waiver of the notice of the meeting and their ratification of the actions taken at the meeting.

The above corporation's President, Mr. Mauricio Remolina declared the meeting to be in compliance with Florida Law and that the purpose of the Annual Meeting was to address the following matters:

a. The new address of the corporation, already mentioned above, and the possible start of operations for the corporation projected for some time on or about the middle of November 1998.

b. Re-election of the directors - this was decided unanimously on this date October 31, 1998, as follows:

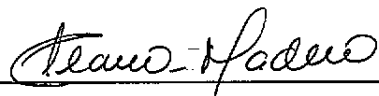
Mauricio Remolina	-	President
Clara I. Remolina	-	Vice President
Iliana Madero	-	Secretary/Treasurer

c. Read, discuss and approve the Minutes of the Annual Meeting of the Board of Directors.

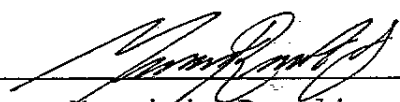
RESOLVED, that pursuant to the powers invested on the Stockholders Meeting, the three points mentioned above were unanimously approved on this date, October 31, 1998.

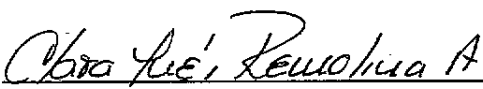
There being no further matters to discuss, the meeting was adjourned on this 31st. day of October, 1998.

Date: October 31, 1998.

Signed: 
Iliana Madero-Secretary

We, the undersigned stockholders, do hereby waive any notice required with respect to said meeting and do hereby ratify and confirm the above actions taken at said meeting.

Signed: 
Mauricio Remolina
Stockholder

Signed: 
Clara I. Remolina
Stockholder

Year 1998.

WAIVER OF NOTICE AND MINUTES OF THE ANNUAL MEETING OF THE BOARD
OF DIRECTORS OF REMOLINA & ASSOCIATES, INC.

The Annual Meeting of the Board of Directors of the above named corporation was called to order on October 28, 1998 at the new offices of the corporation, located at the Wyndham Resort Lower Level 1 - GUICAN - 4811 Collins Avenue - Miami Beach, Florida 33140 at 9:00 A.M. by Mauricio Remolina, President of the Board of Directors of the corporation.

The Secretary, Iliana Madero, then called the roll of the members of the Board of Directors of the corporation. All members of the Board of Directors were in attendance at the meeting and signed and executed the within document, indicating their waiver of notice of the meeting and their ratification of all the actions taken at the meeting.

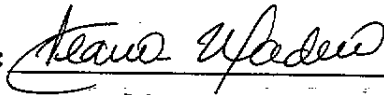
The President of the corporation, Mauricio Remolina, then declared the meeting to be in compliance with Florida Law and that the purpose of the Annual Meeting of the Board of Directors was to address the following matters:

a. New location of the corporation. In view of the fact that the corporation has been projecting the start up of its operations in the not too distant future, it was necessary to find and move the corporation to the address indicated above. A great deal of time has been invested in finding, contracting and decorating this business place. This motion was discussed in full, reviewed and approved unanimously.

b. The directors were re-elected and will remain at their respective positions for the following year.

There being no further business to come before the Annual Meeting of the Board of Directors, the President announced this meeting was adjourned at 10:00 A.M. of this 28th. day of October, 1998.

Date: October 28, 1998.

Signed: 
Iliana Madero
Secretary

We, the undersigned directors, do hereby waive any notice required with respect to this meeting of the Board of Directors and do hereby ratify and confirm all of the actions taken at this meeting.

Date: October 28, 1998.

Signed: 
Mauricio Remolina - President

Signed: 
Clara I. Remolina-Vice President