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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NAUTICA SPORTS CENTER, INC.

AUDIT NUMBER.....H97000012297

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..1

PAGES..... 4

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AMENDED ARTICLES OF INCORPORATION

OF

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97 JUL 29 AM 10:04

NAUTICA SPORTS CENTER, INC.

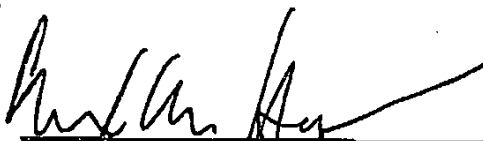
The undersigned hereby presents these Amended Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be HISPANIC HERALDRY AND GENEALOGY RESEARCH CENTER, INC., and may be located in any county in the State of Florida. The principal office of the business is presently located at 3990 Sheridan Street, Suite 104, Hollywood, Florida 33021.

All other provisions of the corporation filed October 4, 1996 under Corporation Document No. P96000082279 are hereby ratified, approved and confirmed as if fully set forth herein.

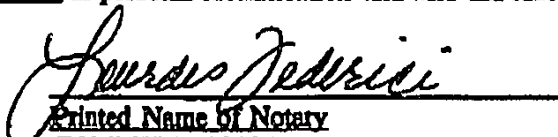
IN WITNESS WHEREOF, We have hereunto set our hands and seals this corporation, on this 28th day of July, 1997.


MAX/M. HAGEN, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28 day of July 1997, by MAX M. HAGEN, as President of NAUTICA SPORTS CENTER, INC. who is personally known to me or who produced _____ as personal identification and who did take an oath.

MY COMMISSION EXPIRES:


Printed Name of Notary
COMMISSION NO.
NOTARY PUBLIC STATE OF FLORIDA



LOURDES FEDERICI
COMMISSION # CC 455379
EXPIRES MAY 20, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Prepared by: Max M. Hagen, Esq. H 97000012297
3990 Sheridan St. # 104
Hollywood, FL 33021
(954) 987-0515 / 032722 (FBN.)

H 97000012297

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

NAUTICA SPORTS CENTER, INC.

THE UNDERSIGNED, MAX M. HAGEN, as President of NAUTICA SPORTS CENTER, INC., a Florida corporation, does hereby certify that the following is a true and correct copy of a Resolution duly adopted by the Stockholders and Board of Directors of said corporation at a Special Meeting of the Stockholders and the Board of Directors, in person, which Special Meeting was duly called in conformity with the By-Laws of the corporation and was held at Hollywood, Florida on the 28th day of July, 1997.

RESOLVED, that the President and Secretary file a Certificate of Amendment to the Articles of Incorporation of NAUTICA SPORTS CENTER, INC., to modify Article I - NAME to be changed as follows:

ARTICLE I - NAME

The name of the corporation shall be HISPANIC HERALDRY AND GENEALOGY RESEARCH CENTER, INC., and may be located in any county in the State of Florida. The principal office of the business is presently located at 3990 Sheridan Street, Suite 104, Hollywood, Florida 33021.

THE UNDERSIGNED further certifies that the foregoing Resolution has not been modified or changed in any way and is, at the date of this Certificate, in full force and effect.

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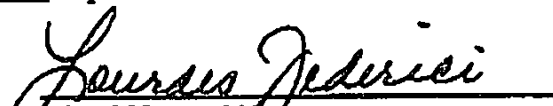
IN WITNESS WHEREOF, We have hereunto set our hands and seals this corporation, on this 28 day of July, 1997.


MAX M. HAGEN, President

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28 day of July, 1997, by MAX M. HAGEN, as President of NAUTICA SPORTS CENTER, INC. who is personally known to me or who produced _____ as personal identification and who did take an oath.

MY COMMISSION EXPIRES:


Printed Name of Notary
COMMISSION NO.
NOTARY PUBLIC STATE OF FLORIDA

 LOURDES FEDERICI
COMMISSION # CO 458379
EXPIRES MAY 20, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

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