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OF COUNSEL

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

RE: TVM Group, Inc.

FILED  
96 DEC 16 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (305) 373-4900  
FACSIMILE (305) 373-6900  
E-Mail: anania@counsel.com

December 13, 1996

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-12/17/96--01056--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

Enclosed for filing with the Florida Department of State are Articles of Amendment to Articles of Incorporation of the above-referenced corporation. Our check in the amount of \$35.00 is included as payment for the requisite filing fee. Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

*Elaine M. Brizuela*  
Elaine M. Brizuela  
Legal Assistant

/emb  
Encl.

*Amend*

VS DEC 27 1996

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

TVM GROUP, INC.

FILED  
96 DEC 16 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

ARTICLE VII - OFFICERS

The names and addresses of the officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Enrique F. Martinez  
President/Treasurer

4095 El Prado Blvd.  
Coconut Grove, FL 33133

Juan P. Valdes-Fauli  
Vice President

P.O. Box 141998  
Coral Gables, FL 33114-1998

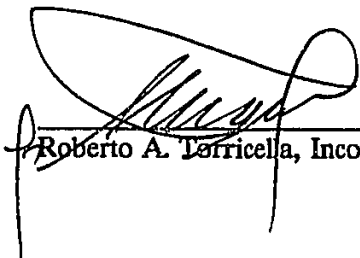
Roberto A. Torricella  
Vice President/Secretary

P.O. Box 141998  
Coral Gables, FL 33114-1998

These Articles of Amendment to Articles of Incorporation were adopted this 5<sup>th</sup> day of December, 1996.

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

Signed this 5<sup>th</sup> day of December, 1996.

  
Roberto A. Torricella, Incorporator