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To:

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Account Name : EMPIRE CORPORATE KIT COMPANY
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BASIC AMENDMENT

KIMERA PUBLISHING, INC.

Certificate of Status	0
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Page Count	03
Estimated Charge	\$35.00

Amendment

D. CONNELL MAR 30 2000

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 2000

KIMERA PUBLISHING, INC.
9737 NW 41 ST., STE. 437
MIAMI, FL 33178

SUBJECT: KIMERA PUBLISHING, INC.
REF: P96000087371

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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 amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H00000013724
Letter Number: 800A00017136

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KIMERA PUBLISHING, INC.**

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

Amendment adopted: Exchange
Article VI
Article VII
Article VIII

Article V LOCATION

The Street, Address, City, County and State in which the principal offices, of the corporation are to be located are 1170 S.W. 142 Place, Miami, FL 33184.

Article VII BOARD OF DIRECTORS

NAME	ADDRESS
Hector Botero	1170 S.W. 142 Place
President	Miami, FL 33184
Maria E. Cabrera de Botero	1170 S.W. 142 Place
Vice President	Miami, FL 33184
Sandra Botero Cabrera	1170 S.W. 142 Place
Secretary – Treasurer	Miami, FL 33184

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
5545 S.W. 8 ST Ste 107
MIAMI, FL 33134
TEL: (305) 265-1566

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Article VIII SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Hector Botero	1170 S.W. 142 Place Miami, FL 33184	34%
Maria E. Cabrera de Botero	1170 S.W. 142 Place Miami, FL 33184	33%
Sandra Botero Cabrera	1170 S.W. 142 Place Miami, FL 33184	33%

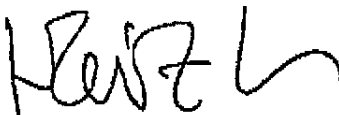
The date of each amendment's adoption March 27, 2000

Adoption of Amendment

- () The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
- () The amendment 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:
"The number of votes cast for the amendment was/were sufficient for approval by .
- () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
- (x) The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 27 day of March, 2000.

Signature



Hector Botero

President / Incorporator

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