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4/25/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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NAME: MOONSOUTH ENTERPRISES, INC.  
AUDIT NUMBER.....H97000006775  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0  
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PAGES..... 2  
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Amend

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H 97000006775

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
MOONSOUTH ENTERPRISES, INC.

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED  
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION WILL BE:

ILEANA ARGUELLO - PRESIDENT, SECRETARY & DIRECTOR  
CLAUDIO ARGUELLO - VICE PRESIDENT, TREASURER & DIRECTOR  
PRINCIPAL & MAILING ADDRESS:  
2441 NORTH WEST 93<sup>RD</sup> AVENUE STE. 107, MIAMI, FL. 33172

SECOND:

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR  
CANCELLATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE AMENDMENT  
IF NOT CONTAINED IN THE AMENDMENT ITSELF, ARE AS FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: APRIL 23<sup>RD</sup> 1997.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF  
DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT  
REQUIRED.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF  
VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH  
VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING  
ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(s).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR  
APPROVAL BY:

(Voting group)

SIGNED THIS 23<sup>RD</sup> DAY OF APRIL, 1997.  
MOONSOUTH ENTERPRISES, INC.

BY:

*Ileana Arguello*

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Typed or printed name: ILEANA ARGUELLO  
Title: DIRECTOR / INCORPORATOR

PREPARED BY: GUILLERMO UBIETA, JR., 2318 WEST 64<sup>TH</sup> STREET, HIALEAH, FL. 33016 (305) 558-4314

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