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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: MOONSOUTH ENTERPRISES, INC.

AUDIT NUMBER.....H97000003253

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

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February 25, 1997

MOONSOUTH ENTERPRISES, INC.
9866 S.W. 88TH STREET
APT. NO. F-213
MIAMI, FL 33176

SUBJECT: MOONSOUTH ENTERPRISES, INC.
REF: P96000092202

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Linda Stitt
Corporate Specialist

FAX Aud. #: H97000003253
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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MOONSOUTH ENTERPRISES, INC.
DOCUMENT NO. P96000092202**

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

FIRST:

AMENDMENT ADOPTED:

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

**ILEANA ARGUELLO - PRESIDENT, SECRETARY & DIRECTOR
MARIA M. ARGUELLO VICE-PRESIDENT, TREASURER & DIRECTOR
PRINCIPAL & MAILING ADDRESS:
2441 NORTH WEST 93RD 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: **FEBRUARY 20TH 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 20TH DAY OF FEBRUARY, 1997.

MOONSOUTH ENTERPRISES, INC.

BY: _____

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

Typed or printed name: **HELENA MACHADO DE LIMA**
Title: **DIRECTOR / INCORPORATOR**

PREPARED BY: GUILLERMO UBIETA, JR. 2318 WEST 68TH STREET HIALEAH, FL. 33016 (305) 558-4514

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