

P96000095201

LAW OFFICE

Stephen N. Rosenthal

12000 BISCAYNE BOULEVARD

SUITE 505

North Miami, Florida 33181

SATELITE OFFICE

25 WEST FLAGLER STREET
SUITE 1040
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520
"FAX" (305) 899-9213

July ¹² 7, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002589741--3

-07/15/98--01057--015

*****35.00 *****35.00

Re: Amendment to Articles of Incorporation
of WYTS Worldwide Consolidators, Inc.

To Whom It May Concern:

In connection with the above corporation, I am herewith enclosing an original and copy of the Amendment to Articles of Incorporation of WYTS Worldwide Consolidators, Inc. which I would appreciate your filing.

Additionally, I am enclosing a self addressed stamped envelope, along with my check in the sum of \$35.00 to cover your filing fee.

I would also appreciate your forwarding an acknowledgement that the Amendment to Articles have been filed with your department.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

FILED
98 SEP 28 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

See 9/28

Amend



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 21, 1998

STEPHEN N. ROSENTHAL, ATTY.
12000 BISCAYNE BLVD.
SUITE 505
NORTH MIAMI, FL 33181

SUBJECT: WYTS WORLDWIDE CONSOLIDATORS, INC.
Ref. Number: P96000095201

We have received your document for WYTS WORLDWIDE CONSOLIDATORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The article numbers you are amending does not correspond with the article numbers in the original Articles of Incorporation.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 298A00038453

LAW OFFICES

Stephen N. Rosenthal

12000 BISCAYNE BOULEVARD

SUITE 505

North Miami, Florida 33181

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25 WEST FLAGLER STREET
SUITE 1040
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520
"FAX" (305) 899-9213

August 11, 1998

Teresa Brown, Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: WYTS Worldwide Consolidators, Inc.

Dear Ms. Brown:

In connection with the above-referenced matter and pursuant to your letter dated July 21, 1998, I am herewith enclosing the revised Amendment to Articles of Incorporation on behalf of WYTS Worldwide Consolidators, Inc.

Please note that the additional required language has been included under Article IX.

Accordingly, I would appreciate your filing the enclosed Amendment and thereupon returning a receipt and/or document reflecting same to my attention.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 17, 1998

STEPHEN N. ROSENTHAL, ATTY.
12000 BISCAYNE BLVD.
SUITE 505
NORTH MIAMI, FL 33181

SUBJECT: WYTS WORLDWIDE CONSOLIDATORS, INC.
Ref. Number: P96000095201

We have received your document for WYTS WORLDWIDE CONSOLIDATORS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

The date of adoption of each amendment must be included in the document.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A00047069

LAW OFFICES

Stephen N. Rosenthal

12000 BISCAYNE BOULEVARD

SUITE 505

North Miami, Florida 33181

SATELITE OFFICE

25 WEST FLAGLER STREET
SUITE 1040
MIAMI, FLORIDA 33130

TELEPHONE (305) 899-9520
"FAX" (305) 899-9213

September 23, 1998

Ms. Teresa Brown
Corporate Specialist
Florida Department of State
Post Office Box 6237
Tallahassee, Florida 32314

Re: WYTS Worldwide Consolidators, Inc.
Reference Number P96000095201

Dear Ms. Brown:

In connection with the above referenced matter and pursuant to your letter dated September 17, 1998, a copy of which is enclosed herein, I am returning the revised Amendment to Articles of Incorporation of WYTS Worldwide Consolidators, Inc.

Please note that the requested information has been set forth on page three.

At this time, and subject to your approval, I would appreciate your filing the Amendments and thereafter returning a filed copy of same to my office in the self-addressed stamped envelope.

Thank you for your courtesy and consideration.

Very truly yours,


STEPHEN N. ROSENTHAL

SNR:laa
Encl.

AMENDMENT TO ARTICLES OF INCORPORATION
OF

WYTS WORLDWIDE CONSOLIDATORS, INC.

FILED
98 SEP 28 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED do hereby file this their Amendment to Articles of Incorporation of WYTS WORLDWIDE CONSOLIDATORS, INC. a Florida Corporation, and do hereby amend their Articles of Incorporation, and any restatements thereof as follows:

OFFICERS AND DIRECTORS

That the Officers and Directors of the above-named corporation to-wit: SAMUEL GONZALEZ and JOSEFA Y. GONZALEZ, have tendered their appropriate Resignations and Assignment of Subscription, and as majority shareholders do hereby name, constitute and appoint Teresita Ruiz as Officer and Director of said corporation, and do hereby further provide that the affairs of the corporation shall be managed by its Officer and/or Officers, subject however to the Board of Directors and subject to the provisions of the Articles of Incorporation and in accordance with the By-Laws of this corporation. The Officers of the Corporation may consist of a President, Vice-President, Secretary and Treasurer, in addition to such other Officers that the Board of Directors may, if they so desire, choose to elect. As set forth above the addresses and names of the Officers of said corporation shall now be as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Teresita Ruiz	President; Vc.-President	8105 N.W. 74 St.
	Secretary and Treasurer	Miami, Fl. 33166

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be at 8105 Northwest 74th Street, Miami, Florida 33166.

REGISTERED AND AGENT AND OFFICE

The Registered Agent for the corporation shall be Teresita Ruiz, and the Registered Office shall be located at 8105 Northwest 74th Street, Miami, Florida 33166, or such other person or such other place as the Director or Board of Directors may from time-to-time direct with appropriate notice being given to the Secretary of State in accordance with applicable Florida Statutes.

BOARD OF DIRECTORS

The corporation shall be governed by a Board of Directors which shall consist of one (1), but not more than five (5) persons.

DIRECTOR OR DIRECTORS

The name and address of the person or persons who shall serve as the Director or Board of Directors of the above-named corporation, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Teresita Ruiz	8105 Northwest 74th St. Miami, Florida 33166

SHAREHOLDERS

The persons subscribing to the shares of stock in and to the above-named corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES SUBSCRIBED</u>	<u>AMOUNT OF SHARES</u>
Teresita Ruiz	8105 N.W. 74th St. Miami, Florida 33166	100	\$1,000.00

POWERS

The powers of the Corporation shall include all those conferred by the By-Laws of the Corporation and the laws of the State of Florida.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Each Director and Officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorney's fees incurred or imposed upon such Director or Officer in connection with any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which such Director or Officer may be entitled.

That all provisions of the original Articles of Incorporation filed with the State of Florida, Department of State, on November 21, 1996 which are not inconsistent herewith, shall remain in full force and effect.

That all of the shareholders of WYTS Worldwide Consolidators, Inc. consisting of one group, do hereby approve this amendment to Articles of Incorporation, and that this amendment has further been adopted by all board of directors, incorporators and officers of said corporation.

The officers and directors as named herein have adopted these their amendments to Articles of Incorporation of WYTS Worldwide Consolidators, Inc. on April 30, 1998.


IN WITNESS WHEREOF, we have hereunto set our hand and seal
at Miami, Dade County, Florida, this 30 day of April, 1998.



Samuel Gonzalez (SEAL)




Josefa Y. Gonzalez (SEAL)



Teresita Ruiz (SEAL)

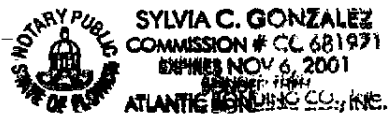
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
30 day of April, 1998, by Samuel Gonzalez, who
is personally known to me or has produced _____
as identification and who did (did not) take an oath; by Josefa
Y. Gonzalez, who is personally known to me or who has produced
_____ as identification and who did (did not)
take an oath.

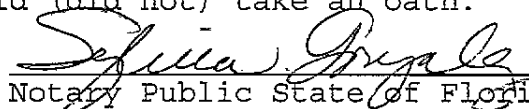


Notary Public State of Florida at Large

My Commission Expires:

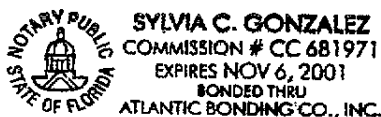


The foregoing instrument was acknowledged before me this 30
day of April, 1998, by Teresita Ruiz, who is
personally known to me or has produced _____ as
identification and who did (did not) take an oath.



Notary Public State of Florida at Large

My Commission Expires:



CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of WYTS WORLDWIDE CONSOLIDATORS, INC. and agreed
to serve as its Registered Agent, to accept service of process
within the State at its Registered Office located at: 8105
Northwest 74th Street, Miami, Florida 33166.



REGISTERED AGENT
TERESITA RUIZ