

P960000 98378

SHAYLER HOLDINGS USA, INC.
3891 Coral Tree Circle, Coconut Creek, Florida 33073.

March 12, 1997

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

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-03/14/97--01035--004
*****35.00 *****35.00

RE: Articles of Amendment for Shayler Holdings USA, Inc.

Dear Secretary of State,

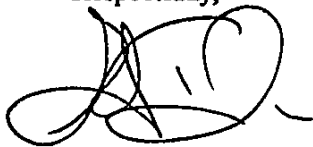
Enclosed please find one original and a copy of the Articles of Amendment to the Articles of Incorporation of Shayler Holdings USA, Inc.

Please amend the Articles of Incorporation as indicated, and forward one stamped copy of the Articles of Amendment to us at your earliest convenience.

Also please find enclosed a check made payable to the Secretary of State in the amount of \$35.00 which includes the statutory filing fee for amending the Articles.

Your assistance in this matter is appreciated. Please do not hesitate to contact me if there are any questions.

Respectfully,



EIRA J. TAYLOR

FILED
97 MAR 14 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AM 026
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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
SHAYLER HOLDINGS USA, INC.**


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

FIRST: Amendment(S) adopted:

ARTICLE VI

The street address of the registered office is 3891 Coral Tree Circle, Coconut Creek, Florida 33073, and the name of the registered agent at such address is Eira Taylor.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.


Eira Taylor

ARTICLE VII

The addresses of the Directors are as follows:

Name	Mailing Address
John Shayler	3891 Coral Tree Circle, Coconut Creek, Florida 33073.
Eira Taylor	3891 Coral Tree Circle, Coconut Creek, Florida 33073.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 follows: Not applicable.

THIRD: The date of each amendment's adoption: March 12, 1997

FOURTH: Adoption of Amendments:

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

Signed this 12th day of March, 1997

Signature: 

Eira Taylor

Title: Director

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Mar 18 1997

Beth
Florida Secretary of State
Division of Corporations
PO BOX 6327
TALLAHASSEE FL 32314
Fax 904-487-6013

Re: The Rhonda M., Inc. (P97000098514)

Dear Beth:

As per our discussion, please change the mailing address and principle office of The Rhonda M., Inc. to:

55 B, Avenue E
Key West, FL 33040

Thank you very much.

Sincerely,


Julio C. Esquivel
President

julio@corpcreations.com

VS 3/A