29700002818 AUG 27 1997 FROM THE DESK OF Office Use Only REYDEL "SONNY" SANTOS Dear Sir/Madam,

Please file original
and return to us

the copy with date/
time stamp.

Thank you—

Sonny ENT NUMBER(S), (if known): (Document #) (Document #) (Document #) (Document #) 300002357 -11/26/97-0 Certified Copy**35.00 Certificate of Status 'hotocopy Officer/Director ed Agent MIAMI, FL 33176-8164 TEL: (305) 271-8842 FAX: (305) 274-9466 awal Merger Other REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign mend & W/C Fictitious Name Limited Partnership Name Reservation Reinstatement NOV 1 7 1997

Trademark

Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

September 11, 1997

REYDEL (SONNY) SANTOS SANTOS & ASSOCIATES, INC. 10753 S.W. 104 STREET MIAMI, FL 33176-8842

SUBJECT: INTER-AMERICAN PUBLISHING COMPANY, INC.

Ref. Number: P97000002818

COPY FOR YOUR INFORMATION

We have received your document for INTER-AMERICAN PUBLISHING COMPANY, INC.. However, the document has not been filed and is being returned for the following:

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

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.

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 897A00045325

REYDEL SANTOS ATTORNEY AT LAW P.O. BOX 165333 MIAMI, FL 33116-5333

TELEPHONE: (305) 271-8842 FACSIMILE: (305) 274-9466

November 13, 1997

Velma Shepard Corporate Specialist Division of Corporations Amendments Section P.O. Box 6327 Tallahassee, FL 32314-6327

RE: Articles of Amendment for Inter-American Publishing Company, Inc.

Dear Ms. Shepard:

Enclosed is the original and a copy of the Articles of Amendment for Inter-American Publishing Company, Inc., for filing. In addition, I have included the appropriate filing fee of \$35.00 (check #1231) and a self addressed stamped envelope, so that you can return the enclosed copy of the Articles of Amendment with date/stamp.

If you have any questions regarding the enclosed documents, please do not hesitate to contact by telephone, fax, or e-mail (noted below).

Thanking you in advance for your anticipated assistance and cooperation with this request.

Sincerely,

Seydel Santos

Reydel Santos President

Inter-American Group, Inc.

ARTICLES OF AMENDMENT

TO

FILED 97 NOV 17 PM 1: 40 SECRETARY SF STATE TALLAHASSEE FLORIDA

INTER-AMERICAN PUBLISHING COMPANY, INC.

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation amends and adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation shall be changed to:
 Inter-American Group, Inc.;

SECOND: The following amendment(s) to the Articles of Incorporation were adopted by the corporation:

Article VIII of the original Articles of Incorporation is amended as the full text of said amendment Article shall henceforth read as follows:

The names and addresses of the Board of Directors, as well as the incorporators, who shall, subject to these Articles of Incorporation, Articles of Amendment, By-Laws and the laws of the State of Florida, hold office from the first year of the corporation's existence, and from the date of adoption of these Articles of Amendment, or until their successors shall have been elected and qualified, are as

follows:

Reydel Santos 11830 S.W. 112 Avenue Circle Miami, Florida 33176-3955

> Max F. Blaya 7440 S.W. 127th Street Miami, Fl 33156

Mario E. Menendez 4905 Riviera Drive Coral Gables, FL 33146

Article X of the original Articles of Incorporation is hereby amended and the text of said amended Article shall henceforth read as follows:

The names and addresses of each subscriber to these Articles of Incorporation and the Articles of Amendment, and the number of shares of stock each agrees to take, the total aggregate amount of which shall be the sum of \$1000.00, the amount of capital with which this corporation shall begin business.

Name A	ddress	Share	Amount
Reydel Santos	11830 SW 112 Ave Cir Miami, FL 33176-3955	333 1/3	\$333.34
Max F. Blaya	7440 SW 127 th Street Miami, Fl 33156	333 1/3	\$333.33
Mario E. Menendez	4905 Riviera Drive Miami, FL 33173	333 1/3	\$333.33

Article XI of the original Articles of Incorporation is amended and the full text of said amended Article shall henceforth read as follows:

The officers of the corporation until the next annual meeting of the Board of Directors of Inter-American Group, Inc., or until successors are elected, shall be:

Reydel Santos, President

Max F. Blaya, Secretary/Treasurer

Mario E. Menendez, Vice-President

THIRD: These Articles of Amendment were adopted by the a majority of the Board of Directors and Shareholders of Inter-American Publishing Company, Inc., on this 27th day of August, 1997.

FOURTH: These Articles of Amendment were approved by a majority vote of the shareholders of the corporation and the number of votes cast by the shareholders was sufficient for approval, on this 27th day of August, 1997, and shall become effective on the date of filing with the Florida Secretary of State.

Max F. Blaya, Secretary INTER-AMERICAN PUBLISHING COMPANY, INC.

Page 3 of 3