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Bankers' Analytical Services, Inc.

P. O. Box 653803, Miami, FL 33265-3803 (305) 225-7554

August 20, 1997

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Florida Department of State Division of Corporations Amendment Section P.O. Box 6327 Tallahassee, FL 32314

Dear Sirs:

This is to request that you please amend the articles of incorporation of Bankers' Analytical Services, Inc., as detailed in the amendment enclosed with this letter.

The purpose of the amendment is to effect a change in the board of directors of the corporation, whereby a new board of directors has been elected.

Please modify your records accordingly.

Thank you,

Alicia Willen

President and COB

pmend

Bankers' Analytical Services, Inc. P. O. Box 653803, Miani, FL 33265-3803 (305) 225-7554

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August 28, 1997

Ms. Thelms Lewis
Florida Department of State
Division of Corporations
Amendment Section
P. O. Box 6327
Tallahassee, FL 32314

Fax: (850) 487-6013

Dear Ms. Lewis:

Thank you for your call this afternoon. As requested, the address of the new directors of Baltkers' Analytical Services, Inc. is the following:

9850 SW 3rd Street Miami, FL 33174

I hope the above is sufficient in oder to amend the articles of incorporation of our corporation.

Thank you again for your call.

Sincerely,

Alicia Willen

President and COB

Olivia Willen

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED 97 AUG 21 PM 3: 18 SECRETARY OF STATE TALLAHASSEE, FLORIDA

BANKERS' ANALYTICAL SERVICES, INC.

(present name)

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: (indicate article number(s) being amended, added or deleted)

ARTICLE VI. DIRECTORS

The above-named article is amended as follows:

The Board of Directors of Bankers' Analytical Services, Inc. will be composed of the following members:

Alicia Willen, President and Chairman of the Board

Willy Willen, Chief Financial Officer and Director

Roxanne Willen, Chief Operating Officer/Controller and Director.

All corporate powers are hereby invested in the above-named directors, who shall have the authority and responsibility to manage the affairs of the corporation.

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:

THIRD:	The	date of each amendment's adoption: July 31, 1997.
FOURTE	ł: A	doption of Amendment(s) (CHECK ONE)
	ב	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Ţ		The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
		"The number of votes cast for the amendment(s) was/were sufficient for approval by
(À	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
(The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signatur		(By the Chairman of Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
OR		
(By a director if adopted by the directors)		
OR		
(By an incorporator if adopted by the incorporators)		
		Soraya Herrera
Typed or printed name		
		Director
Title		

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