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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: NUEVE SOLES, INC.

AUDIT NUMBER.....H97000011592

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 4

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97 JUL 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
07-19-97

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O: DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: NUEVE SOLES, INC.

AUDIT NUMBER.....H97000011592

DOC TYPE.....BASIC AMENDMENT

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

July 16, 1997

NUEVE SOLES, INC.
520 BRICKELL KEY DRIVE
SUITE 0-305
MIAMI, FL 33131

SUBJECT: NUEVE SOLES, INC.
REF: P97000012592

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: E97000011592
Letter Number: 597A00036435

RECEIVED
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DIVISION OF CORPORATIONS

H97000011592

CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION
OF
NUEVE SOLES, INC.

FILED
97 JUL 17 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned directors of NUEVE SOLES, INC., a Corporation organized under the laws of the State of Florida certify that:

1. Amendment adopted: A new Article XI - Rentals. A new Article XI will be incorporated in the Articles of Incorporation of Nueve Soles, Inc. which states:

No officer or director of the Corporation may rent any property of the Corporation for more than one month without the consent of the majority of the Corporation's shareholders.
2. The date of adoption of the above amendment is June 4, 1997.
3. The undersigned is the director of the Corporation. The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th day of June, 1997.

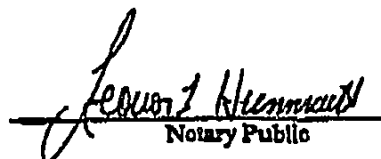


Kaila Colbin, Director/President

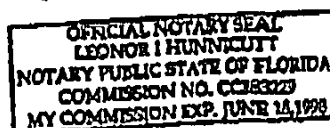
SWORN TO AND SUBSCRIBED before me this 4th day of June, 1997, by Kaila Colbin, the President & Director of the Corporation above described, who [X] is personally known to me, or who [] produced _____ as identification.

PREPARED BY: Stephen A. Freeman, Esquire
Florida Bar Number 146793
FREEMAN BUTTERMAN & HABER
320 Brickell Key Drive, Suite 9-303
Miami, Florida 33131

(305) 374-3800



Notary Public



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CONSENT ACTION OF THE DIRECTORS
OF NUEVE SOLES, INC.

The undersigned, being the Directors of Nueve Soles, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and directs that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect a new Article XI, which will read as follows: "No officer or director of the Corporation may rent any property of the Corporation for more than one month without the consent of the majority of the Corporation's shareholders."

Dated: June 4, 1997


Karla Colbin, Director

497000011592

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CONSENT ACTION OF THE STOCKHOLDERS
OF NUEVE SOLES, INC.

The undersigned, being the Stockholders of Nueve Soles, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Stockholders, and direct that this written consent to such actions be filed with the minutes of the proceedings of the Stockholders of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect a new Article XI, which will read as follows: "No officer or director of the Corporation may rent any property of the Corporation for more than one month without the consent of the majority of the Corporation's shareholders."

Dated: June 4, 1997

BRODIMAREN, S.A.

By: 

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