

P97000012592

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

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NAME: NUEVE SOLES, INC.

AUDIT NUMBER.....H97000003914

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 6, 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 date of adoption of each amendment must be included in the document.

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 (904) 487-6908.

Steven Harris
Corporate Specialist

FAX Aud. #: H97000003914
Letter Number: 697A00011657

447000003914

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

FILED
MAR 10 1997
NOTARY PUBLIC
STATE OF FLORIDA

The undersigned, director, of Nueve Soles, Inc., a Corporation organized under the laws of the State of Florida certifies that:

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


Any sale of assets or incurrence of debt of the Corporation will require the consent of the majority of the Corporation's shareholders.

2. The date of adoption of the above amendment is March 7, 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.

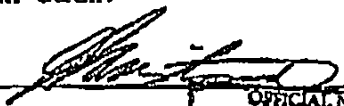
The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of March, 1997.


Kaila Colbin, Director & President

SWORN TO AND SUBSCRIBED before me this 7th day of March, 1997 by Kaila Colbin, the Director of the Corporation above described, personally known to me, and who took an oath.

PREPARED BY:
Stephen A. Freeman, Esq.
FBN 146795
Freeman, Butterman & Haber
520 Brickell Key Dr., O-305
Miami, Florida 33131


OFFICIAL NOTARY SEAL
H. ARISTONDO
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC476877
MY COMMISSION EXPIRES JULY 28, 1999

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P. 03/04

EMPIRE CORPORATE KIT

MAR-07-1997 10:52

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Notary Public

CONSENT ACTION OF THE DIRECTOR
OF NUEVE SOLES, INC.

The undersigned, being the sole Director of Nueve Soles, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents 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 direct 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 X, which will read as follows:
"Any sales of assets or incurrence of debt of the Corporation will require the consent of the majority of the Corporation's shareholders."

Dated: This 7th day of March, 1997.



Kaila Colbin, Director &
President

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