

P97000012592

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((H97000003914 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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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

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

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.

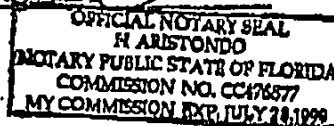
The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

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, Buttermann & Haber  
520 Brickell Key Dr., O-305  
Miami, Florida 33131



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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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