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LOCAL REPRESENTATIVE TALLAHASSEE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. H. F. PROJECTS & BUSINESS, INC
(Corporation Name) (Document #)
2. Amend
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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98 MAR 23 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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98 MAR 23 AM 11:15
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
H. F. PROJECTS & BUSINESS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006 FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION :

FIRST

Amendment adopted :

Article VI :

The names and addresses of the members of the new Board of Directors are :

Herbert Drummond Frank President	5516 NW 101 Ct. Doral Pines, Miami, Fl. 33178.
Mauricio Hupsel Frank Vice-President	5516 NW 101 Ct. Doral Pines, Miami, Fl. 33178.
Laura Dantas Frank Secretary	5516 NW 101 Ct. Doral Pines, Miami, Fl. 33178.
Jose Raimundo Santos Jr.	7860 Camino Real L106, Miami, Fl. 33143.
Sandro Dos Santos Andrade	18181 NE 31 Ct. # 2307, Miami, Fl. 33160.

SECOND

If an amendment provides for an exchange, reclassification or cancellation of
issued shares, provisions for implementing the amendment if not contained the
amendment it self, are as follow :

THIRD

The date of each amendment's adoption : March 18, 1998.

FORTH :

Adoptions amendments :

_____ The amendment (s) was/were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

 x The amendment (s) was/were approved by the shareholders, the number of votes cast for the amendment (s) was/were sufficient for the approval.

_____ The amendment (s) was/were approved by the shareholders through voting groups.

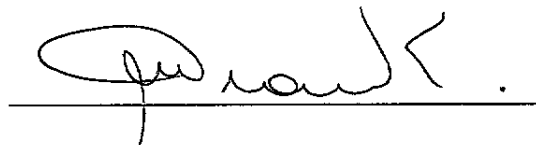
(The following statement must be separately approved for each voting entitled to vote separately on the amendment (s).)

The number of votes cast for the amendment (s) was/were sufficient for approval by

_____ .
(Voting group)

Signed this March 18, 1998

by



Typed or printed name : **Mauricio Hupsel Frank**
Title : **Vice-President.**