

P97000014752

REGLA M. SIBILA
Attorney At Law

Ocean Bank Building
7951 Bird Road, Suite 204
Miami, Florida 33155

Phone: (305) 265-0008
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April 15, 1999

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
99 MAY 18 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ZOLYMAR, INC., a Florida corporation

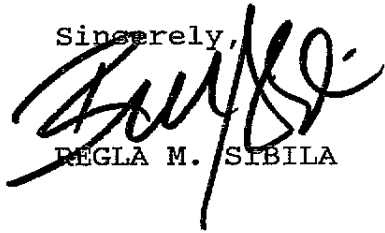
Dear Gentlemen:

Attached please find original and one (1) copy of Amendments to Articles of Incorporation of Zolymer, Inc., as well as a check for the required Thirty Five (\$35.00) Dollars fee.

A self-addressed, stamped envelope is attached for your convenience in providing us with a copy of the stamped Articles upon filing.

Thank you for your usual attention and courtesies to all matters.

Sincerely,


REGLA M. SIBILA

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*****35.00 *****35.00

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Enclosures

Amended & Restated Art. ^{III} N/C

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MAY 19 1999





FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 1999

REGLA M. SIBILA
OCEAN BANK BLDG.
7951 BIRD RD., STE. 204
MIAMI, FL 33155

SUBJECT: ZOLYMAR, INC.
Ref. Number: P97000014752

We have received your document for ZOLYMAR, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 299A00021875

Rec'd 5/18

REGLA M. SIBILA
Attorney At Law

Ocean Bank Building
7951 Bird Road, Suite 204
Miami, Florida 33155

Phone: (305) 265-0008
Fax: (305) 265-0588

May 13, 1999

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: ZOLYMAR, INC., a Florida corporation
Letter Number: 299A00021875

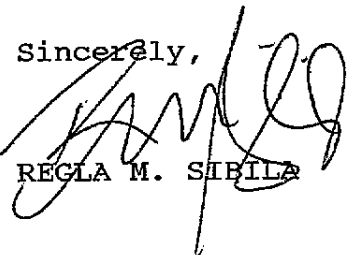
Dear Ms. Shepard:

Pursuant to your letter of April 26, 1999, a copy of which is attached hereto, enclosed please find original and one (1) copy of Amended and Restated Articles of Incorporation of ZOLYMAR, INC. with the language you indicated was necessary.

Kindly return a stamped copy of the articles once filed by your office.

If you have any questions, please do not hesitate to contact the undersigned.

Sincerely,


REGLA M. SIBILA

kkz
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF ZOLYMAR, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This restatement is adopted by the board of directors and does not contain any amendment requiring shareholder approval.

ARTICLE I

The name of this corporation shall be ZOLYMAR INTERNATIONAL DEVELOPMENT, INC.

ARTICLE II

The duration of the corporation shall be perpetual.

ARTICLE III

The principal office of the Corporation shall be 2100 Coral Way, Suite 602, Miami, Florida 33145.

ARTICLE IV

The registered agent and registered office of the Corporation shall be:

Registered Agent: ZOILA R. DIAZ

Registered Office: 2100 Coral Way, Suite 602
Miami, Florida 33145

ARTICLE V

The shareholders of the Corporation shall enjoy preemptive rights. The preemptive rights shall be defined in and exercised in accordance with such provisions as may be adopted by the Board of Directors of the Corporation, and by the Shareholders of the Corporation.

ARTICLE VI

The Corporation may engage in any lawful activity and its corporate purpose shall not otherwise be restricted or limited, except as provided by the shareholders of the Corporation.

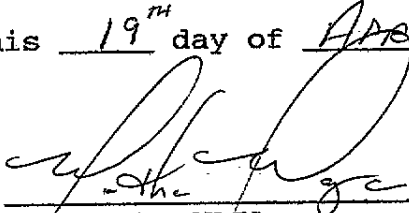
ARTICLE VII

The Shareholders of the Corporation may act by unanimous written consent, except as restricted by law. Actions taken by unanimous consent shall have the same effect as actions taken at meetings of the shareholders and all such unanimous written consents shall be entered into the book of minutes of actions of the shareholders maintained by the Secretary of the Corporation.

ARTICLE VIII

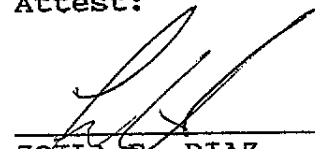
The Corporation is authorized to issue up to 9,000 shares of Common Stock and up to 10,000 shares of Preferred Stock.

Thus certified by the Secretary, this 19th day of April, 1999.



MARTHA B. MAZA
Vice President/Secretary

Attest:



ZOILA R. DIAZ
President