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December 11, 1997

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 Gaines Street
Tallahassee, Florida 32399

FILED
97 DEC 12 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: ALCAZAR HOLDING CORP.

Our File No: 2220.0277

Dear Sir or Madam:

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-12/16/97--01015--010
*****43.75 *****43.75

Enclosed please find Articles of Amendment to Articles of Incorporation of ALCAZAR HOLDING CORP, together with our firm's trust account check in the amount of \$43.75 representing the filing fee and the cost for a certificate of status. Kindly process same and return one filed copy along with the certificate of status to our office in the self-addressed, stamped envelope provided for your convenience.

Thank you for your prompt assistance in this matter.

Very truly yours,

Irene Rubanchik
IRENE RUBANCHIK
Legal Assistant

RECEIVED
97 DEC 12 AM 10:07
DIVISION OF CORPORATIONS

Enclosures

Coropamid

**AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALCAZAR HOLDING CORP.**

FILED
97 DEC 12 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

FIRST: The name of the corporation is ALCAZAR HOLDING CORP.
SECOND: The following amendments to the Articles of Incorporation were adopted by the corporation:

The present Director of ALCAZAR HOLDING CORP. is Ana Maria Davide.

The present Director hereby appoints the following as officers of the corporation:

For President: ALLEN R. GREENWALD

For Vice-President: ALLEN R. GREENWALD

Secretary: ANTHONY DAVIDE

Treasurer: ANTHONY DAVIDE

THIRD: The Shareholders of ALCAZAR HOLDING CORP. elect the following as Directors of the corporation:

ALLEN R. GREENWALD
ANA MARIA DAVIDE

FOURTH: This amendment was adopted by the Board of Directors of the corporation on December 11th, 1997.

Shareholder action was not required to adopt this amendment.

ALCAZAR HOLDING CORP.

By:


ALLEN R. GREENWALD, President and Director