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REPLY TO: MIAMI

MARK MATSMA

C. COUNSEL

JUAN R. BENGARIN

ALAN B. SCHNEIDER, P.A.

Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl 32314

Re: NEW HORIZONS INTERNATIONAL TRADING CORP.

Dear Sir/ Madam:

Enclosed please find the Articles of Amendment to Articles of Incorporation for the above referenced corporation, and a check the sum of \$ 35.00 to cover the filing fee of the same.

Please forward a receipt of the aforementioned, in the self addressed stamped envelope, herein enclosed, for your convenience.

If you have any questions, please feel free to contact this office.

Very Truly Yours,

ROTH, ROUSSO & BENJAMIN, P.A.

James A. Bell.

LEONARDO A. ROTH, ESQ.

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
NEW HORIZONS INTERNATIONAL TRADING CORP.

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

RESOLVED that

FIRST: The following shall be removed as Director, President and Secretary of the aforementioned corporation:

Diana Patricia Johannes  
200 Velarde Avenue  
Coral Gables, Fl 33134

SECOND: The following shall be the Director, President, Vice President, Secretary and Treasurer of the aforementioned corporation:

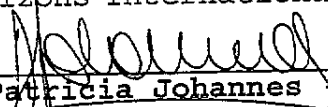
Diego Marlow  
200 Velarde Avenue  
Coral Gables, Fl 33734

THIRD: The date of the Amendment's adoption was April 28, 1999.

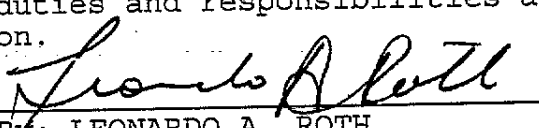
FOURTH: The Amendment was adopted by the Board of Directors without Shareholder Action and Shareholder Action was not required.

Signed this April 28, 1999.

New Horizons International Trading, Corp.

  
Diana Patricia Johannes DIRECTOR

I hereby am familiar with the duties and responsibilities as registered agent for said corporation.

  
BY: LEONARDO A. ROTH  
Registered Agent

Prepared By:  
Leonardo A. Roth, Esq.  
9350 S. Dixie Hwy., Ph2  
Miami, Fl 33156  
Tel: (305) 670-9994  
Fl. Bar No.: 747793

FILED  
99 MAY - 4 12:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA