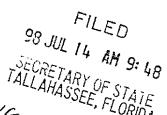
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Examiner's Initials

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Nelly INTERNATIONAL SERVICES, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article V, Officers, Directors, should be read as follows: The name and street address of the director if any who shall hold office the first year of the corporation's existence or until their successor are elected, is:

President, Treas:

OSBEY OROZCO

SS#263-75-1311

6468 MIAMI LAKES DRIVE MIAMI LAKES, FL 33014

TEL. (305)822-2601

THE ABOVE WILL ALSO BE THE NEW REGISTERED AGENT:

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091. Florida Statutes, the following is submitted in compliance with said Act:

FIRST -- That Nelly International Services, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, names Osbey Orozco as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above said corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

OSBEY OROZCO

June 27, 1998

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THIRD. T	he date of each amendment's adoption: 86 - 81-09
	he date of each amendment's adoption: <u>D6-01-98</u> .
FOURTH:	Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient
	for approval by"
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
a:	10 CQ
Signature _	gned this
	(By the Chairman or Vice chairman of the Board of Directors, President or other officer if adopted by the shareholders)
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	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors)
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	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) Osbay One Zeo Typed or printed name
	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators)