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JORGE F. GAVIRIA, P.A.
9769 S. DIXIE HWY., SUITE 201
MIAMI, FL 33156


2245

DATE 1/22/98 63-841-16
670

Secretary of State

\$ 35.00

Thirty Five Dollars

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 30 PM 3:12

*Amend
of 2/2/98
CORP mnd*

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 30 PM 3:12

STARLIGHT INVESTMENTS, 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 VII is hereby amended as follows:

The two listed directors, Edeffonso Blasco
and Merida Blasco are hereby deleted,
and the following director is added:

Amado Egued
9769 S. Dixie Hwy.
#201
Miami Florida 33156

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:

THIRD: The date of each amendment's adoption: 12/11/97

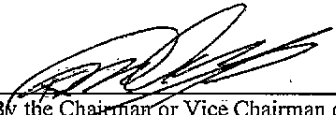
FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 _____ voting group."

- 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.

Signed this 11th day of December, 19 97

Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

Idefonso Blasco, President director

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Title