FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VOLNIX ENTERPRISES CORP.

AUDIT NUMBER..... H98000021421
DOC TYPE......BASIC AMENDMENT

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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of Stata

November 18, 1998

VOLNIX ENTERPRISES CORP. 25 SE 2ND AVE #712 MIAMI, FL 33131

SUBJECT: VOLNIX ENTERPRISES CORP.

REF: P97000051277

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Darlone Connell Corporate Specialist PAK Aud. #: H98000021421 Letter Number: 098A00055362

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FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

11:26 AM

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VOLNIX ENTERPRISES CORP.

AUDIT NUMBER.....H98000021421
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CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: VOLNIX ENTERPRISES CORP. AUDIT NUMBER..... 198000021421

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

November 18, 1998

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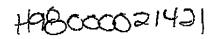
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Darlene Connell Corporate Specialist FAX Aud. #: H98000021421 Letter Number: 098A00055362

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

VOLNIX ENTERPRISES

CORP.



Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adapts the following articles of amendment to its articles of incorporation: Luiz D. Nogueira resigns as President and FIRST: Amendment(s) adopted: Treasurer and Luiza Nogueira is appointed President. Luiz D. Nogueira transfers all shares to Luiza Nogueira. 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: November 16, 1998 FOURTH: Adoption of Amendment(s) (check one) The amendment(s) was/were adopted by the incorporators or board of directors without shareholder action and the shareholder action was not required. x 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 Unanimous decision (voting group) Signed this 17 day of November CORP -VOLNIX ENTERPRISES CHICOLETICA SERVE , By (chairman or vice-chairman of the board of directors,

JOSE NAE J899 NW 7TH STREET SUITE 203 MIAMI, FL 33126(305) 541 -3980

PRESIDENT

president or other officer if adopted by the share holders)

NOGUEIRA

(a director of incorporator if adopted by the directors or incorporators)

(typed of printed name)

H98000021421

LUIZA