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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Escola U.S.A., Inc
(Corporation Name) (Document #)
2.
(Corporation Name) (Document #)
3.
(Corporation Name) (Document #)
4.
(Corporation Name) (Document #)

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AMENDMENTS	
x	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILNGS	
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	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
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	Reinstatement
	Trademark
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Examiner's Initials	CC

CR2E031(9/92)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to Section 607.187(1), Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST

The name of the corporation is: Escala U.S.A., Inc

SECOND

The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

1. Daniel Libovich and Antonieta Abreu de Libovich resign as President and Vice-President respectively
2. the new Directors + officers will be as follows:
   Susana Mawad - President + Treasurer
   Vanessa K. Mawad - Vice President + Secretary
   other Directors: Antoine Frangie and Maria Carmen Martinez

THIRD

SEE ATTACHED

The amendment(s) was (were) adopted by the shareholders of the corporation on the 1 day of June, 19 98.

Escala USA, Inc.
Corporation Name

By X Susana Mawad
President or Vice President Susana Mawad

By X [signature]
Secretary or Asst. Secretary
Vanessa mawad

STATE OF______________

COUNTY OF______________

Before me, the undersigned authority, personally apeared ______________________, to me well known to be the person(s) who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ________ day of ____________, 19____.

____
Notary Public

My Commission Expires:

(SEAL)

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TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING OF THE BOARD OF DIRECTORS OF ESCALA U S A. INC.

The undersigned being all of the members of the Board of Directors of ESCALA U.S.A. INC., a Florida corporation (the "Corporation"), after due discussion and consideration, hereby consent to the adoption of the following resolutions as of June 1, 1998, as and for the action of the Board of Directors without a meeting, in accordance with Section 607.0821 Florida Statutes:

RESOLVED, that the Corporation hereby accepts the resignations of Daniel Libovich and Antonieta Abreu de Libovich. as President and Vice President of the Corporation, respectively. Notwithstanding their resignations from the foregoing offices, Daniel Libovich and Antonieta Abreu de Libovich will continue their employment with the Corporation.

RESOLVED, that the following persons are hereby appointed to the offices of the Corporation set forth opposite their respective names, with authority to execute any and all documents on behalf of the Corporation, each to hold office at the pleasure of the Board of Directors and to serve until the next annual meeting of the directors or until their respective successors are elected:

Susana Mawad	President & Treasurer
Vanessa K. Mawad	Vice President & Secretary

IN FURTHERANCE THEREOF, the undersigned have executed this consent as of the 1st day of June, 1998.

DIRECTORS:

Susana Mawad

Antoine Frangie.

DIRECTORS:

Vanessa K. Mawad

~~Maria Carmen Martinez~~

STATE OF FLORIDA }
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this 1st day of June, 1998, by Susana Mawad, Antoine Frangie, Vanessa Mawad and Maria Carmen Martinez, who are personally known to me/who have produced ______________ as identification and who did/did not take an oath.

NOTARY PUBLIC

IBIS T. ALONZO
COMMISSION # CC 544622
EXPIRES APR 02, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.