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- Profit
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AMENDMENTS

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

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Amend

V. SHEPARD JUN 7 2000

Examiner's Initials

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SEVILLANA IMPORTS, 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 VI - BOARD OF DIRECTORS

Being amended due to an election being held on May 22, 2000.

Antonio Olivares, 7823 SW 148 Avenue, Miami, Florida 33193 is deleted as Director, as Secretary and Treasurer.

Juan Humberto Bello Feo, Zona Industrial Carabobo, 8va Transversal, Parcela Q4 y Q5, Valencia, Venezuela is added as Director, President and Treasurer.

Ricardo Enrique Bello Feo, Zona Industrial Carabobo, 8va Transversal, Parcelas Q4 y Q5, Valencia, Venezuela is added as Director, Vice-President and Secretary.

Moraima Escalona, 6844 SW 114 Place, #D-59, Miami, Florida 33173, is added as Vice-President.

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: May 22, 2000

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

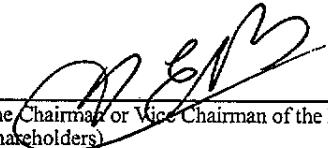
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled 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 22nd day of May, 2000

Signature


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

Ricardo Enrique Bello Feo, Vice-President and Secretary
OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Ricardo Enrique Bello Feo

Typed or printed name

Vice-President and Secretary

Title