

LODEIRO ASSOCIATES INC.

ACCOUNTANTS AND TAX CONSULTANTS

P97000085461

MEMBER

NATIONAL SOCIETY OF PUBLIC ACCOUNTANTS  
NATIONAL ASSOCIATION OF ACCOUNTANTS  
NATIONAL ASSOCIATION OF CUBAN  
ACCOUNTANTS IN EXILE  
NATIONAL SOCIETY OF TAX  
PROFESSIONALS

SUNSET CENTER OFFICE PARK  
10300 SUNSET DRIVE, SUITE 360  
MIAMI, FL 33173  
(305) 279-9320

October 27, 1997

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

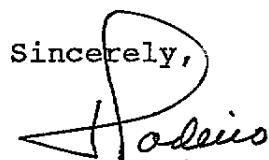
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-10/30/97--01076--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

We are enclosing the Certificate of Amendment of Certificate of Corporation of Santi Lending, Inc. together with check for \$35.00 to cover filing fees.

Please send acknowledgements to our attention.

Sincerely,



Jose Lodeiro, MBA  
Senior Accountant

FILED  
97 OCT 30 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

FLL NOV 4 1997

CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
SANTI LENDING, INC.

FILED  
97 OCT 30 AM 11:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, Director of Santi Lending, Inc.  
organized under the Laws of the State of Florida, hereby certifies:

1. The name of the Corporation is Santi Lending, Inc.
2. The Certificate of Incorporation of this Corporation was  
filed in the Office of the Secretary of State of Florida on  
October 3rd, 1997, Document number P97000085461.
3. That Articles of Incorporation of this Corporation shall be  
and are amended to read as follows:


A. To accept the resignation of Alejandro Santiesteban,  
as Director, President and registered agent of this corporation.

B. To accept Ms. Ivette Padron as corporation's President,  
Director and Registered Agent of this corporation.

C. That the new address of the corporation is 10300 Sunset  
Drive, Suite 315, Miami, FL 33173


D. That the above Amendments were adopted and approved  
unanimously by the Director and Shareholders of this Corporation  
at a joint meeting of the Directors and Stockholders which was  
sufficient for approval, held on October 23, 1997

IN WITNESS WHEREOF, We have signed this Certificate this 23rd. day  
of October, 1997, at Miami, Dade County, Florida.


  
Ivette Padron

Director/President

The undersigned, Ivette Padron, is familiar with and accepts the  
obligations of the position of Registered Agent of Santi Lending  
Inc, Registered Agent address is 8280 SW 64th. Street, Miami  
FL 33143

  
Ivette Padron  
Registered Agent

I HEREBY CERTIFY that in Dade County, Florida, on this 23rd. day  
of October, 1997, personally appeared Ivette Padron, personally  
known to me, who executed this Certificate of Amendment of  
Certificate of Incorporation, and now acknowledges before me that  
she subscribed to said Amendment of the aforesaid Certificate of  
Incorporation.

  
J. Lodeiro, Notary Public  
State of Florida at Large

