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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: MARQUES & CARNEIRO IMPORT, EXPORT, INC.

AUDIT NUMBER.....H98000010274

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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Amendment

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 2, 1998

MARQUES & CARNEIRO IMPORT, EXPORT, INC.
207 NORTH FEDERAL HIGHWAY
FT LAUDERDALE, FL 33304

SUBJECT: MARQUES & CARNEIRO IMPORT, EXPORT, INC.
REF: P97000095181

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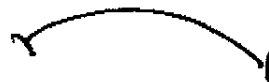
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Darlene Connell
Corporate Specialist

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Page 2 did not
belong to the
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H98000010274

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
MARQUES & CARNEIRO IMPORT, EXPORT, INC.**

P97000095181

PURSUANT TO THE PROVISIONS OF SELECTION 607.1066, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST:

AMENDMENT ADOPTED:

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

KAREN F. MARQUES
PRESIDENT, SECRETARY & DIRECTOR

ROSANGELA DA SILVA
VICE-PRESIDENT, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:
2338 NORTH EAST 26TH STREET
FT. LAUDERDALE, FL. 33305

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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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: JUNE 02ND 1998.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

___ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.

___ THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 02ND DAY OF JUNE, 1998.

MARQUES & CARNEIRO IMPORT, EXPORT, INC.

BY: _____

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

Typed or printed name: MAURICIO CARNEIRO

Title: INCORPORATOR DIRECTOR

H98000010274

PREPARED BY: GUILLERMO UBIETA, JR.,
8045 NORTH WEST 36TH STREET SUITE 525, MIAMI, FL. 33166 (305) 597-4511