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** Admitted only in New York and Germany

P97000096266

July 6, 2000

Division of Corporations
Amendment Section
P.O.Box 6327
Tallahassee, Florida 32314

900003318879--9
-07/10/00--01139--017
*****44.75 *****43.75

RE: VIRGIN HOLDING, INC.
DOCUMENT# P 97000096266
ARTICLES OF AMENDMENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 10 PM 5:29

Dear Sir or Madam:

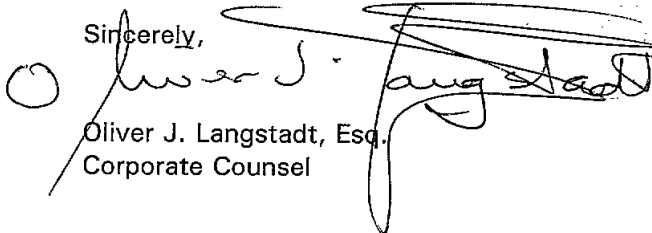
Enclosed please find the following:

1. Articles of Amendment to Articles of Incorporation;
2. A check in the amount of \$44.75 (= \$35.00 filing fee plus \$9.75 fee for certified copy - 2 pages) made payable to the Department of State; and
3. A self-addressed and prepaid return envelope for the certified copy.

Please record the Articles of Amendment and send us certified copies of the filed Articles of Amendment with the enclosed return envelope.

Thank you for your attention to this matter.

Sincerely,


Oliver J. Langstadt, Esq.
Corporate Counsel

OJL:cp
Enclosures as stated.
Copy to client.

Amend
LFS
7-20-2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

00 JUL 10 PM 5:29

VIRGIN HOLDING, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

100.000 SHARES COMMON STOCK \$1,00 PAR VALUE

SECOND: The date of this Amendment is:

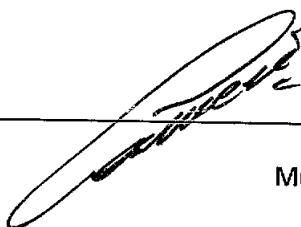
JUNE 20 th, 2000

THIRD: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for amendments were sufficient for approval.

Signed this 20 day of June, 2000.

Signature

A handwritten signature in black ink, appearing to read 'Mustafa Cesmeci', written over a horizontal line.

Mustafa Cesmeci

President