

P97000097152
THE TAX GROUP, INC.

1149 S.W. 27th AVENUE, SUITE #305 305

MIAMI, FLORIDA 33135

PHONES: 643-6455 / 643-6466

STATE OF FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
AMENDMENT SECTION
P O BOX 6327
TALLAHASSEE FL 32314

February 19, 1998

100002437951-2
-02/23/98--01100--010
*****35.00 *****35.00

RE: SOVEREIGN CONSTRUCTION INC.- # P97000097152

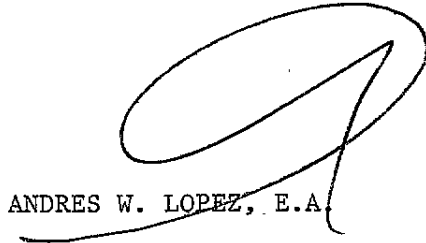
Gentlemen:

We are, hereby, enclosing ck. #1536 for \$ 35.00 to cover Filing Fees for an amendment to the above referenced Corporation.

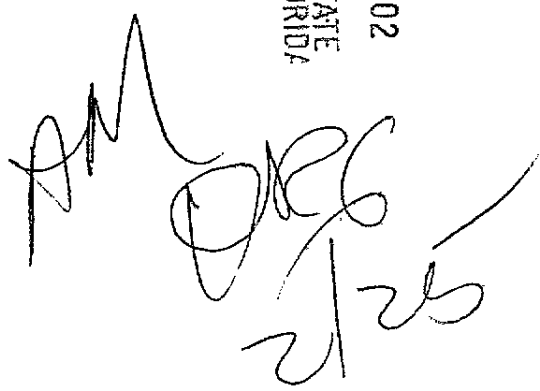
Please return all correspondence related to this matter to :

THE TAX GROUP INC
1149 SW 27th AVE STE 305
MIAMI FL 33135-4743

Thanking you for your prompt attention to this request,
Respectfully yours,


ANDRES W. LOPEZ, E.A.

FILED
98 FEB 23 PM 1:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA



enclosures

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

SOVEREIGN CONSTRUCTION INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 8 MUST READ AS FOLLOWS:

RAFAEL A. QUESADA IS NOW VICE-PRESIDENT AND TREASURER.

FILED
98 FEB 23 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: January 2, 1998

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.

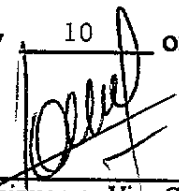
The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"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 day 10 of FEBRUARY, 19 98.

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

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

MARCELO C. ALI

Typed or printed name

PRESIDENT

Title