

2/17/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLORIDA MARKETING AND INVESTMENT, CORP.

AUDIT NUMBER.....H98000003262

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 4

CERT. COPIES.....0

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DIVISION OF CORPORATIONS

Amendment
02-19-98
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2/17/98

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 18, 1998

FLORIDA MARKETING AND INVESTMENT, CORP.
8410 NW 53RD TERRACE
STE 116
MIAMI, FL 33166

SUBJECT: FLORIDA MARKETING AND INVESTMENT, CORP.
REF: P98000001165

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000003262
Letter Number: 898A00009241

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1998

FLORIDA MARKETING AND INVESTMENT, CORP.
8410 NW 53RD TERRACE
STE 116
MIAMI, FL 33166

SUBJECT: FLORIDA MARKETING AND INVESTMENT, CORP.
REF: P98000001165

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article VII should read as follows: Article VII BOARD OF DIRECTOR
This corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the Board of Directors of this corporation are: Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000003262
Letter Number: 798A00009412

H98000003262

④

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FLORIDA MARKETING AND INVESTMENT, CORP.

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 adopted: Exchange
Article VI
Article XIII
Article VII
Article VIII

Article VI NEW LOCATION

The Street, Address, City, County and State in which the principal offices of corporation are to be located are 12851 S.W. 69 ST FT. Lauderdale, FL 33330.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

Article XIII REGISTERED OFFICE AND AGENT

The Street address of the registered office of this corporation is 12851 S.W. 69 ST, FT lauderdale, FL 33330 and the name of the registered agent o this corporation at that address is Erick Sanudo.

PREPARED BY:
ERNESTO HUERTAS, ACCOUNTANT
E & V GREAT PROFESSIONAL, INC
5545 S.W. 8 ST Ste 207
MIAMI, FL 33134
TEL: (305) 265-1566

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TALLAHASSEE, FLORIDA

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Article VII

BOARD OF DIRECTOR

This corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the Board of Directors of this corporation are:

NAME	ADDRESS
Erik Samudo	12851 S.W. 69 ST
President - Vice President	FT Lauderdale, FL 33330
Secretary - Treasurer	

Article VIII

SUBSCRIBERS

This name and street addresses and the number or shares of stock subscribe to by each person signing these Articles of Corporation are:

NAME	ADDRESS	SHARES
Erik Samudo	12851 S.W. 69 ST	100%
	FT Lauderdale, FL 33330	

SECOND: The date of each amendment's adoption February 16, 1998.

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- THIRD :** Adoption of Amendment
- (X) The amendment was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.
 - () The amendment 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:
"The number of votes cast for the amendment was/were sufficient for approval by Erik Sanudo.
 - () The amendment was/ were adopted by the board of directors without shareholder action and shareholder action was not required.
 - () The amendment was/were adopted by the incorporators without shareholder action and shareholder action was not required.

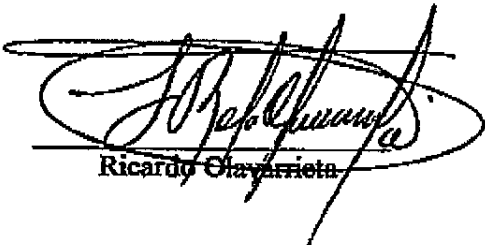
Signed this 16 day of February , 1998.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

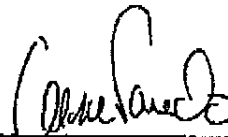
Signature



Erik Sanudo
Registered Agent-President



Ricardo Olaverria



Jorge Sanudo

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