

P98000009431

DON GONZALEZ, P.A.
ATTORNEYS AT LAW
PEMBROKE PINES PROFESSIONAL BLDG.
9050 PINES BLVD., SUITE 450-F
PEMBROKE PINES, FL 33024
TEL: (954) 432-1699 Broward County
TEL: (561) 338-5554 Palm Beach County
FAX: (954) 432-4851
E-MAIL: Don.Gonzalez@MCI2000.com

DON GONZALEZ, J.D., M.B.A.

LISA SIEGEL, J.D., C.P.A.

April 3, 1998

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

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

700002479537--2
-04/06/98--01034--014
*****35.00 *****35.00

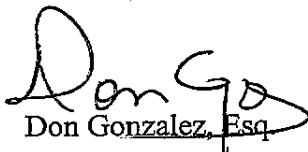
SUBJECT: SOUTHERN CORP, INC.

Dear Sir or Madame:

As the attorney for the above-referenced corporation, I am submitting the Articles of Amendment to the Articles of Incorporation and the corporate minute for your records. Also enclosed is a check in the amount of \$35.00 for the filing fee.

If you should have any questions or need additional information, please feel free to contact me.

Sincerely,


Don Gonzalez, Esq.

Enclosures

corporate\amendment\socorf.ltr

FILED
98 APR -6 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Amend

APR 6 1998

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SOUTHERN CORF, INC.

FILED
98 APR -6 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Southern Corf, Inc., (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended to read as follows:


SEE ATTACHMENT "A"

3. These Amendments were recommended by the board of directors to the Corporation's shareholders on March 27, 1998.

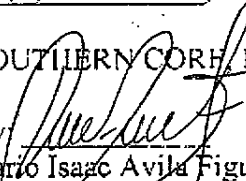
SEE ATTACHMENT "B"

4. These Amendments were approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendments and the number of votes in favor of the Amendments was sufficient for approval.

IN WITNESS WHEREOF, Southern Corf, Inc., has caused these Articles of Amendments to be executed on this 27 day of MARCH, 1998.

By: 
Alina Mendez,
President and 49% Shareholder

SOUTHERN CORF, INC.

By: 
Dario Isaac Avila Figueroa
Vice President and 51% Shareholder

ATTACHMENT "A"

ARTICLE V

The names and post office addresses of the incorporators and their respective titles to articles of incorporation are:

Alina Mendez, President
3623 SW 5th Terrace
Miami, FL 33135

Erick Mendez, Second Vice President
3623 SW 5th Terrace
Miami, FL 33135

Dario Isaac Avila Figueroa, Vice President
c/o Don Gonzalez, P.A.
9050 Pines Blvd., Suite 450-F
Pembroke Pines, FL 33024

Luis Alberto Lopez, Second Vice President
3623 SW 5th Terrace
Miami, FL 33135

Francisco Mendez, Secretary
3623 SW 5th Terrace
Miami, FL 33135

Alberto L. Carrasco, Treasurer
3623 SW 5th Terrace
Miami, FL 33135

The Articles of Incorporations shall further be amended to add Articles VI and VII which shall read as follows:

ARTICLE VI DIRECTORS

The names and post office addresses of the new members of the Board of Directors is:

Office	Name	Address
President	Alina Mendez	3623 SW 5th Terrace Miami, FL, 33135
Vice President	Dario Isaac Avila Figueroa	c/o Don Gonzalez, P.A. 9050 Pines Blvd., Suite 450-F Pembroke Pines, FL 33024

ARTICLE VII
SUBSCRIBER

The name and post office address of the subscriber of these articles of incorporation, the number of shares of stock that he agree to take and the value of the consideration therefore is:

Name	Address	Shares	Consideration
Alina Mendez	3623 SW 5th Terrace Miami, FL 33135	49	\$49.00
Dario Isaac Avila Figueroa	3623 SW 5th Terrace Miami, FL 33135	51	\$51.00

corporate\amendment\so-corf.amd

**CONSENT IN LIEU OF ANNUAL
MEETING OF THE BOARD OF DIRECTORS OF
SOUTHERN CORP, INC.**

The undersigned being all the Board of Directors of Southern Corp, Inc., a Florida corporation, (hereafter the "Corporation"), hereby make the following written statement in lieu of an annual meeting of Directors, pursuant to Florida Statutes:

RESOLVED that the Corporation recognizes all of the financial contributions being made by Dairo Isaac Avila Figueroa; therefore, the Board of Directors has hereby decided to issue to Mr. Figueroa 51 shares of common stock of the Corporation, which represents 51 percent of the total capital stock available, which is recognized by stock certificate number 1. This transaction is further reinforced by the Corporate Stock Issuance Agreement.

RESOLVED that the Corporation recognizes all of the financial contributions being made by Alina Mendez; therefore, the Board of Directors has hereby decided to issue to Alina Mendez 49 shares of common stock of the Corporation, which represents 49 percent of the total capital stock available, which is recognized by stock certificate number 2. This transaction is further reinforced by the Corporate Stock Issuance Agreement.

RESOLVED that the Erick Mendez and Luis Albert Lopez shall resign as the directors to the Corporation, and such resignation shall be recognized by Alina Mendez, President and Dario Isaac Avila Figueroa, Vice President of the Corporation.

RESOLVED that Alina Mendez and Dario Isaac Avila Figueroa are to become the new Board of Directors of the Corporation upon the resignation of the previous directors.

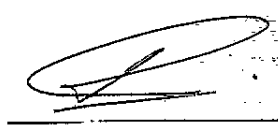
RESOLVED that the original articles of incorporation filed on January 29, 1998 are to be amended to show the stock equity in the company as being 51 percent to Dario Isaac Avila Figueroa and 49 percent to Alina Mendez.

RESOLVED that the original articles of incorporation shall be amended to reflect that the board of directors consist of two individuals; Alina Mendez and Dario Isaac Avila Figueroa.

RESOLVED that Don Gonzalez is appointed to act as attorney for the Corporation, and that he shall be paid the ordinary professional charges for hourly services as attorney for the Corporation.

Dated: March 27, 1998.


Erick Mendez


Luis Alberto Lopez