

P98000011394

PAULICH, SLACK & WOLFF, P.A.
Attorneys at Law

FILED
99 AUG 16 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

August 12, 1999

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

Re: IFEM USA, Inc.

500002960945--5

-08/16/99--01107--007

*****35.00 *****35.00

Ladies/Gentlemen:

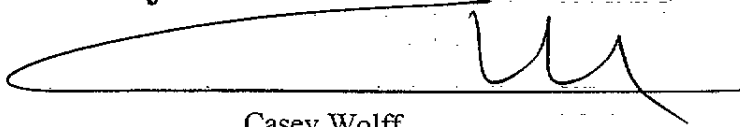
Please file the enclosed documents on behalf of IFEM USA, Inc.:

1. An original and one copy of Articles of Amendment to Articles of Incorporation of IFEM (USA), Inc.; and
2. Check in the amount of \$35.00 payable to the Florida Department of State representing the proper filing fee.

Please date stamp the enclosed copy and return it to this office. Thank you.

Amended
8-24-99
8485
Very truly yours,

PAULICH, SLACK & WOLFF, P.A.


Casey Wolff

CW\mes
encs.

CASEY WOLFF

Admitted in Florida and Pennsylvania

801 Anchor Rode Drive, Suite 203 • Naples, Florida 34103
941-261-0544 • Fax 941-261-3849
E-mail: caseywolff@aol.com

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
IFEM (USA), INC.

FILED

99 AUG 16 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607 of the Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is IFEM (USA), Inc.
2. The following amendments to the Articles of Incorporation were approved by unanimous consent of the Shareholders and Directors, and adopted by the Shareholders and Directors entitled to vote thereon at a duly held meeting, on August 10, 1999, in the manner prescribed by Sections 607 of the Florida Statutes:

ARTICLE III is amended to state that the maximum number of shares of stock that this corporation is authorized to issue at any one time is 5,000,000 shares of common stock with a par value of \$0.10 per share.

3. The above amendment shall be effective immediately upon filing with the Department of State of the State of Florida

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Amendment on this 10 day of August, 1999.

By: (Signature)

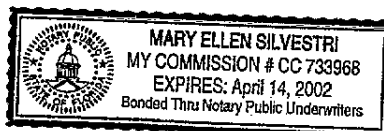
Christian J. Stern
President and Director

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10 day of AUGUST, 1999 by Christian Stern, President of IFEM (USA), Inc., a Florida corporation, on behalf of the corporation. He is personally known to me and did not take an oath.

(Signature)
Notary Public - State of

My Commission Expires:



**IFEM (USA), INC.
DIRECTORS ACTION BY WRITTEN CONSENT
IN LIEU OF MEETING**

Pursuant to the authority contained in Section 607.0821 of the Florida Statutes, the undersigned, being all the Directors of IFEM USA, Inc., a Florida corporation, do hereby take and adopt the following action in writing and without meeting:

RESOLVED, IFEM (USA), INC., shall have full corporate authority to authorize and issue 5,000,000 shares of the common stock.

Dated: 8-4-99

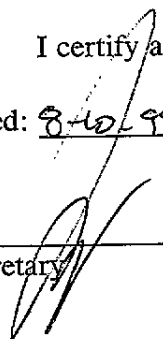


Director

CERTIFICATE

I certify and attest that the above resolution of IFEM (USA), Inc. is true and correct.

Dated: 8-4-99, 1999



Secretary