

8/10/98

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FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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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: GLOBAL TRADING IMPORT & EXPORT CORPORATION

AUDIT NUMBER.....H98000014759

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

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CONFIRMED
98 AUG 10 PM 3:13
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG 10 PM 3:02
DIVISION OF CORPORATIONS

Amendment
08/10/98
DC

8/10/98

FLORIDA DIVISION OF CORPORATIONS
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((H98000014759 8)))

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DIVISION OF CORPORATIONS

H98000014759

CERTIFICATE OF
AMENDMENT OF ARTICLES OF INCORPORATION

⑦

OF

GLOBAL TRADING IMPORT & EXPORT CORPORATION

FILED
98 AUG 10 PM 3:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Sole Director, of Global Trading Import & Export Corporation, a corporation organized under the laws of the State of Florida certifies that:

1. Amendment adopted: Article I - Address The address of the Corporation is amended to 942 W. Camino Real, Boca Raton, Florida 33486

2. Amendment adopted: Article V - Initial Registered Office and Agent - The street address of the registered office of this corporation in the State of Florida shall be 942 W. Camino Real, Boca Raton, Florida 33486. The name of the registered agent of this Corporation at that address shall be Marcela Mason.

3. The date of the adoption of the above amendment is March 17, 1998

4. The undersigned is the Sole Director of the Corporation. The amendment was approved by the Sole Director. No shareholder action was taken since no shares of the Corporation have been issued as of the date hereof.

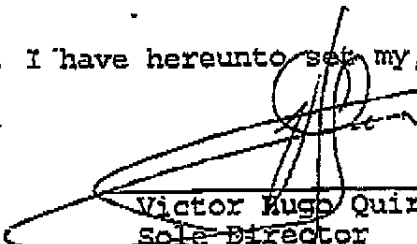
The foregoing amendments have been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a Certificate of Amendment.

PREPARED BY:
Stephen A. Freeman
520 Brickell Key Dr., O-305
Miami, Florida 33131
FBN - 146795
(305) 374-3800

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IN WITNESS WHEREOF, I have hereunto set my hand and seal this
18th day of March, 1998.



Victor Hugo Quiroz Suarez
Sole Director

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Global Trading Import & Export Corporation.
2. The name and address of the Registered agent and office is: Marcela Mason, 942 W. Camino Real, Boca Raton, Florida 33486.

Signature:

Marcela Mason
Marcela Mason

Title:

Assistant Secretary

Date:

June 25, 1998

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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:

Marcela Mason
Marcela Mason

Date:

June 15, 1998

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CONSENT ACTION OF THE SOLE DIRECTOR
OF GLOBAL TRADING IMPORT & EXPORT CORPORATION

The undersigned, being the Sole Director of Global Trading Import & Export Corporation, a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consents to the adoption of the following resolutions, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and directs that this Written Consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that the Certificate of Capital Stock of the Corporation attached to these Resolutions be and hereby is accepted as the Certificate of Capital Stock of the Corporation; and it was further

RESOLVED, that the Corporation be and hereby is authorized to open one or more accounts in the name of the Corporation at any bank, trust company or financial institution; and it was further

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RESOLVED, that the President and the Secretary/Treasurer of the Corporation, acting jointly and severally, be and they hereby are authorized to sign and act on behalf of the Corporation with respect to such accounts; and it was further

RESOLVED, that the President and the Secretary/Treasurer of the Corporation, acting jointly and severally, be and they hereby are authorized to sign, execute, certify and deliver, on behalf of the Corporation, any resolutions, forms, agreements or other documents required in order to open and operate the aforesaid accounts, such resolutions, forms, agreements and documents to be deemed incorporated herein as and for an integral part of these resolutions; and it was further

RESOLVED, that the report of the Secretary of the Corporation attached to these Resolutions containing (a) a copy of the Articles of Incorporation of the Corporation, the original of which was filed with the Secretary of State of Florida on March 6, 1998, and (b) the Receipt of said filing dated March 6, 1998, a copy of which is also attached to these resolutions, indicating that the requisite filing fee and taxes were paid in connection with said filing, be and it hereby is accepted as true and correct; and it was further

RESOLVED, that the proposed Bylaws attached hereto be and they hereby are adopted as the Bylaws of the Corporation; and it was further

RESOLVED, that Stephen A. Freeman, the subscriber to the Articles of Incorporation of the Corporation, be and he hereby is released and discharged of and from any liability and obligation to the Corporation by virtue of his subscription; and it was further

RESOLVED, that pursuant to Article II, Section I of the Bylaws of the Corporation, for and in consideration of the valuation of property and/or sums paid to and received by the Corporation, the receipt of which is hereby acknowledged, the above-named officers of the Corporation are hereby authorized to issue the Common Stock of the Corporation to the following individual in the amount set forth beside his name:

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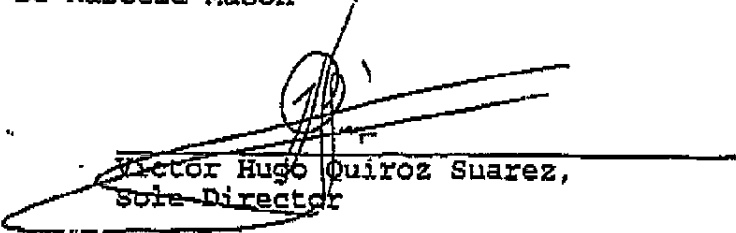
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<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>VALUATION OF CONTRIBUTION</u>
Victor Hugo Quiroz Suarez	10	\$10

;and it was further

RESOLVED, that effective as of the date hereof the Articles of Incorporation the corporation be and hereby are amended to reflect Article I thereof to read as follows: "The address of the Corporation shall be 942 W. Camino Real, Boca Raton, Florida 33485"; and it was further

RESOLVED, that effective as of the date hereof the Articles of Incorporation of the corporation be and hereby are amended to reflect Article V thereof to read as follows: "The street address of the initial registered office of this Corporation in the State of Florida shall be 942 W. Camino Real, Boca Raton, Florida 33486, and the name of the initial registered agent of this Corporation at that address shall be Marcela Mason"


Victor Hugo Quiroz Suarez,
Sole Director

Dated: As of the 17th day of March, 1998.

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