P98000026363

7.47	5000	726365
Regue	estor's Name	<u> </u>
- Gine Beenak 70-50 Bonit - Ho Bo fla	** (3 DY #Z 33141	3000026744535 -10/28/9801059013 *****35.00 *****35.00 Office Use Only
CORPORATION N	AME(S) & DOCUMENT N	UMBER(S), (if known):
1. (Corpor		(Document #)
3	ation Name)	(Document #)
1	ration Name)	(Document #)
	Pick up time Will wait Photocop	ov Certificate of Status
NEW FILINGS	AMENDMENTS	98 OCT SECRE ALLAI
Profit	Amendment	ASA 28
NonProfit	Resignation of R.A., Officer/1	Director TO P
Limited Liability	Change of Registered Agent	F. 22
Domestication	Dissolution/Withdrawal	Director SEE FLORIDA
Other	Merger	
OTHER FILINGS Annual Report	REGISTRATION/ QUALIFICATION.	
Fictitious Name	Foreign	\perp
Name Reservation	Limited Partnership	AMEN D
	Reinstatement	
	Trademark	\perp $MO \rightarrow$

Examiner's Initials

Other

~ THIRD: __	The date of each amendment's adoption: 10/12/98		
FOURTH	: Adoption of Amendment(s) (CHECK ONE)		
Ø	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 byvoting group		
	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 12th day of OCTOBER , 1998.			
Signature	X		
<i></i>	(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)		
	MARICRUS BUSTOS		
Typed or printed name			
	DIRECTOR		

Title

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

THE NEW SILVER FACTORY INC

SAME

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit 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 NUMBER: P98000026363

CHANGE REGISTERED AGENT FROM:

MARICRUS BUSTOS 1ST NE 1ST STREET, STE B20 MIAMI, FL 33132

TO:

LUIS BELTRAN

O IST NE 1ST STREET, STE B20

MIAMI, FL 33132

LUIS BELTRAN, THE NEW REGISTER AGENT ACCEPTS AND IS FAMILIAR WITH THE TOPLICATIONS AS A REGISTERED AGENT.

LUIS BELTRAN

10/12/98

ALSO DELETE AS DIRECTORS AND OFFICERS BOTH MARICRUS BUSTOS AND GINO BERNATE.

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:

LUIS BELTRAN WILL OWN ALL SHARES OF THE CORPORATION.