

P98000034143

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: ALANI, INC.

AUDIT NUMBER.....H98000009469

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ALANI, INC.

Amendment of the Articles of Incorporation of ALANI, INC.
filed on April 15, 1998 and given Charter Number P-98000034143, is
hereby amended to read as follows:

ARTICLE I

The name of the corporation shall remain: ALANI, INC.

The principal place of business of this corporation shall be:

1172 South Dixie Highway, Suite 436
Coral Gables, FL 33146

ARTICLE VII

The names and street address of the members of the Board of
Directors, who shall hold office until their successors are elected
and qualified, are as follows:

Pres., Scty/Treas.: SUELAN WAN 1172 South Dixie Highway
Suite 436
Coral Gables, FL 33146

The foregoing amendment was adopted by unanimous consent of
all shareholders entitled to vote on the 19th day of May, 1998.

IN WITNESS WHEREOF, the undersigned President of this
corporation has executed these Articles of Amendment this 19th day
May, 1998.

ALANI, INC.,
a Florida corporation.

By: 
ALEJANDRO NUNEZ, President

Alejandro Nunez, Esq.
1607 Ponce de Leon Blvd.
Suite 101
Coral Gables, FL 33134
(305) 774-6222
FBNb. 768812

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WAIVER OF NOTICE
OF ANNUAL MEETING OF DIRECTORS OF
ALANI, INC.

We do hereby constitute the directors of the above named Florida corporation and do hereby waive notice of annual meeting of directors of the aforesaid corporation.

Furthermore, we hereby agree that said meeting shall be held at 2:00 o'clock p.m. on May 19, 1998 at the following place:

1607 Ponce de Leon Blvd., Suite 101, Coral Gables, Florida.

We do hereby affix our names to show to show our waiver of notice of said meeting.



ALEJANDRO NUNEZ, President

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MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS,
OFFICERS AND SHAREHOLDERS OF
ALANI, INC.

ALANI, INC. declares these to be its Minutes of its Special Meeting of the Board of Directors, Officers and /shareholders, held on May 19, 1998 at 2:00 o'clock p.m.

The meeting was duly called to order by ALEJANDRO NUNEZ, one of the Directors, Shareholder and officer of the corporation, who stated the object of the meeting, and requested the election of a Chairman.

On motion duly made, seconded and carried, a vote was taken viva voce and ALEJANDRO NUNEZ was duly declared elected Chairman of the meeting.

The Chairman then directed the Secretary to call the roll of the Directors of the corporation.

The following Directors were present in person:
ALEJANDRO NUNEZ - President and Secretary/Treasurer,
being all of the Directors and Stockholders of the corporation.

A written waiver of notice of the special joint meeting was signed by all of the stockholders and directors and was then presented and read and same was ordered filed and spread at length upon the minutes of the meeting were present.

The President then stated that the purpose of this meeting was to discuss and ratify the following items of business:

That the new President, Secretary/Treasurer, Director and Shareholder of ALANI, INC. should now be SUELAN WAN, and after duly made, seconded and carrier, same was accepted.

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Minutes of: ALANI, INC.
Page 2 Date: May 19, 1998

SUELAN WAN was duly issued Stock Certificate No. 1 for 100 shares.

After discussion and upon motion duly made, seconded and unanimously carried it was,

RESOLVED AS FOLLOWS: That there shall be a new President, Secretary/Treasurer, Director and Shareholder of the corporation as follows:

SUELAN WAN, President, Secretary/Treasurer 100 Shares

FURTHER RESOLVED, that all the actions of the officers, directors and stockholders of the corporation from the date of their last meeting to the present date, be and the same hereby are ratified and confirmed.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Date: May 19, 1998.

ALANI, INC.
a Florida corporation

By: 
ALEJANDRO NUNEZ, President

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 19th day of May, 1998, by ALEJANDRO NUNEZ, President of the ALANI, INC., a Florida corporation. He is personally known to me and did take an oath.

NOTARY PUBLIC
Print Name: _____
Commission No. _____
My Commission Expires: _____

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CORPORATE RESOLUTION

I, ALEJANDRO NUNEZ, do hereby certify that I am the duly elected and acting, President, Secretary and Treasurer of ALANI, INC., a Florida corporation (the "Corporation"), and that I am the keeper of the corporate records and the seal of the corporation.

The following is a true and correct copy of the Resolution adopted at a Special Meeting of the Directors of the corporation held on May 19, 1998.

That by unanimous consent of all of the Directors, the following Resolution was duly adopted, and that the same has not in any way been modified or rescinded, but is in full force and effect; and that the said Directors of the corporation have duly ratified and affirmed the same in the form hereinafter set forth.

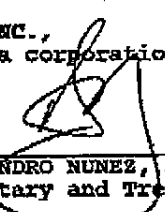
WHEREAS, it is to the best interest of the corporation to elect SUELAN WAN as President, Secretary and Treasurer of ALANI, INC.

NOW THEREFORE, BE IT RESOLVED that ALEJANDRO NUNEZ, as duly elected President of ALANI, INC., is hereby directed to execute any and all documentation that may be required to effectuate the sale/transfer of 100% of the stock certificates owned by ALEJANDRO NUNEZ, and to affix to any such required documents the official seal of the corporation, as the act and deed of said corporation, for the sale/transfer of said stock to SUELAN WAN.

FURTHER RESOLVED, that ALEJANDRO NUNEZ, as President of ALANI, INC. is hereby directed to execute any and all documentation that may be required to elect SUELAN WAN as President, Secretary and Treasurer.

IN WITNESS WHEREOF, I have hereunto subscribed my name as President and affixed the corporate seal of the corporation, this 19th day of May, 1998.

ALANI, INC.,
a Florida corporation

BY: 
ALEJANDRO NUNEZ, President,
Secretary and Treasurer

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 19th day of May, 1998 by ALEJANDRO NUNEZ. He is personally known to me and did take an oath.

NOTARY PUBLIC, State of Florida
Print Name _____
Commission No. _____
My Commission Expires: _____

44-38861-9469