

HOFFMAN, GENCARELLI & LEVY CONSULTING, LC

915 Middle River Drive, Suite 309

Ft. Lauderdale, FL 33304

Tel # 954 564-9295 / Fax 564-5725



P98000043586

DEAR SR OR MADAM

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-06/04/98--01063--009
*****35.00 *****35.00

PLEASE FILE THIS AMENDMENT OF ARTICLES
TODAY. I MUST HAVE THIS DONE IN
ORDER TO FORWARD A COPY TO THE
BANK WITHOUT MR. TABAK AS OFFICER.

PLEASE DO THIS CHANGE TODAY. THANK
YOU VERY MUCH.

SINCERELY,

Steve

FILED
98 JUN -4 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

LFS 6-10-98

ARTICLES OF AMENDMENT

FILED

98 JUN -4 PM 3:44

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L D S INTERNATIONAL, INC.


The undersigned director(s), for the purpose of amending the articles of incorporation under the Florida Business Corporation Act, hereby adopt(s) the following amendments to the Articles of Incorporation.

ARTICLE I : NAME

The name of the corporation is

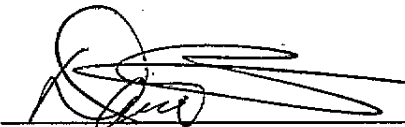
L D S INTERNATIONAL, INC.

ARTICLE II : AMENDMENTS

1. Amend to  delete the name of Salomon Mabari, as an officer and director of the Corporation.

Amendment adopted June 1, 1998.

Amendment was adopted by the board of directors without shareholder action. Shareholder action was not required pursuant to the provisions of Florida Statutes 607.1002.



David Berger
President

The undersigned has executed these Articles of Amendment this 1st day of June, 1998.



David Berger / Director