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MARK KATSMAN, P.A.
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February 12, 2001

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****35.00 ****35.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: V.S. Florida Trading Corp.

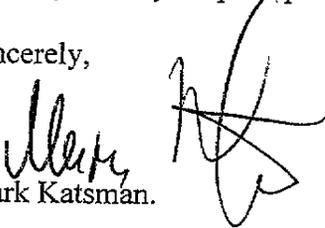
Dear Sir or Madam:

Enclosed please find Articles of Amendment for "V.S. Florida Trading Corp."

Please file the enclosed as soon as possible and send me the acknowledgment.

Thank you for your prompt attention to this matter.

Sincerely,


Mark Katsman.

FILED
01 FEB 15 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
KRB
2-20

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

V. S. FLORIDA TRADING CORP.

(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)

The following individuals shall be removed as Directors, Vice President AND Secretary:

1. Vyacheslav Dimitoyuk
16688 Collins Ave
North Miami Beach, FL 33160
2. Fred Shteynbar
16688 Collins Ave
North Miami Beach, FL 33160

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FOLLOWING INDIVIDUAL SHALL BE THE SOLE DIRECTOR AND OFFICER OF THE CORPORATION:

VLADISLAV SOULIMOV
16688 COLLINS AVE, NORTH MIAMI BEACH, FL 33160

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:

N/A

THIRD: The date of each amendment's adoption: 02-12-01

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- 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 by _____ 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 FEBRUARY

Signature

(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)

VLADISLAV SOULIMOV

Typed or printed name

PRESIDENT/DIRECTOR

Title