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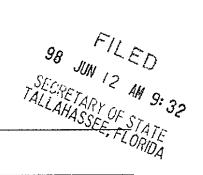
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ROSA G. HERNANDEZ 3850 SW 87TH AVENUE SUITE #103 MIAMI, FLORIDA 33165 (305)653-1479



amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



V.I.P. INT'L REALTY, INC.

(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 V INCORPORATOR(S)

DELETE THE NAME AND ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION

MARCOS DA SILVA (VICE PRESIDENT/TREASURER) 19555 E. COUNTRY CLUB DRIVE #505 ADVENTURA, FL 33180

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:

THIRD:	The date of each amendment's adoption: MAY 18, 1998
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
C	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
Ç	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
2	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature	Signed this 8 day of JUNE, 1998.
	(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)
	ROSA G. HERNANDEZ Typed or printed name
	PRESIDENT/SECRETARY / INCOrporator