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FROM	8653A306
RICHARD F KONDLA ATTY AT LAW STE 201 8555 KENDALL DRIVE	
FL 33176	
TO	305-270-1901

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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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02 OCT -9 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLE OF INCORPORATION
OF NEO SCARPA, INC.**

Pursuant to the provision of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

Article VIII is hereby amended as follows: The names and post offices of the Board of Directors to replace and to be added to the existing board is

1. Ana M. Zuckerman who replaces Frederic Goldman
817 Lincoln Road
Miami Beach, Florida 33139
2. Sol Zuckerman who replaces Haim Ifergane
817 Lincoln Road
Miami Beach, Florida 33139
3. Fabienne Debaix
817 Lincoln Road
Miami Beach, Florida 33139

Article IX is hereby amended as follows: The number of shares is:

Rafael Bensousan has twenty-five shares (25);
817 Lincoln Road
Miami Beach, Florida 33139

Ana M. Zuckerman has fifty shares (50);
817 Lincoln Road
Miami Beach, Florida 33139

Fabienne Dabaix has twenty-five shares (25)
817 Lincoln Road
Miami Beach, Florida 33139

Article X is hereby amended as follows:
The name and address of the Registered agent is:

Richard F. Kondla
9555 SW 88th Street
Suite 201
Miami, Florida 33176

Article XIII is hereby amended as follows to add the following individuals as offices:

Rafael Bensousan President
Sol Zuckerman Secretary

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: September 6, 2002.

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 the shareholder."

(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 shareholders action and shareholder action was not required.

Signed this 6th day of September, 2002.

Signature: _____

Sol Zuckerman, President

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325 Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

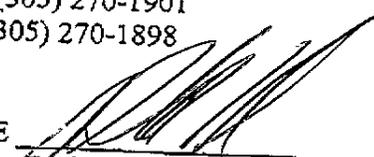
1. The name of the Corporation is:

Neo Scarpa Inc.

2. The name and address of the registered agent and office is:

Richard F. Kondla
9555 SW 88th Street
Suite 201
Miami, Florida 33176
Telephone: (305) 270-1901
Facsimile: (305) 270-1898

SIGNATURE


Richard F. Kondla

Date: September 6th, 2002.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:

DATE:


September 6, 2002