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ATTORNEYS AT LAW

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July 14, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

100002591861--5
-07/17/98--01067--005
*****35.00 *****35.00

RE: Tribco USA, Inc.

Dear Mesdames, Sirs:

Enclosed are Articles of Amendment and Shareholders' Written Consent to Amendment of Articles for the above-referenced corporation along with a check for \$35.00 to cover filing fees. Please file in your usual manner.

Thank you for your time and attention in this matter and please call if there are any questions.

Sincerely,


Peter A. Bell

enclosures

FILED
98 JUL 17 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

Done 7/21

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF
TRIBCO USA, INC.**

To: Department of State
Tallahassee, Florida 32304

98 JUL 17 AM 8:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is Tribco USA, Inc.
2. The following amendments of the articles of incorporation were adopted by the shareholders of the corporation on July 9, 1998, in the manner prescribed by the Florida General Corporation Act:

Delete Article Four and replace with the following:

**ARTICLE FOUR
CAPITAL STOCK**

This corporation is authorized to issue two classes of shares of stock to be designated as "preferred" and "common," respectively; the total number of shares that may be issued by this corporation is 500,000 shares without par value, 249,998 shares to be preferred shares and 250,002 shares to be common shares. All or any part of the shares of the common and preferred capital stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the board of directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective classes or stock are as follows:

The holders of the preferred stock shall be entitled to receive from the surplus or net profits arising from the business of the corporation a prorata share of fifty (50) percent of such surplus or net profits, before any dividends shall be set apart or paid on the common stock. The remaining fifty (50) percent of surplus or net profits shall be divided among the holders of preferred and common stock as directed by the Board of Directors in the normal course of business.

3. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed on July 14th, 1998.



Willy Tribelhorn, President

SHAREHOLDERS' WRITTEN CONSENT TO AMENDMENT OF ARTICLES

The undersigned, being all of the directors and all of the shareholders of TRIBCO USA, INC. entitled to vote with respect thereto, and in the case of the shareholders, being each the holder of the number and class of shares set forth opposite his name below, hereby consent to, authorize, and adopt the following amendment to the articles of incorporation:

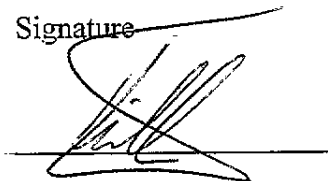

Delete Article Four and replace with the following:

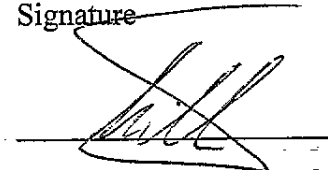

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Name of Stockholder	Signature	Number and class of shares held	Date Signed
Willy Tribelhorn		125,001 of common	7/14/98
Thomas B. Tribelhorn		125,001 of common	7/14/98

Name of Director	Signature	Number and class of shares held	Date Signed
Willy Tribelhorn		125,001 of common	7/14/98
Thomas B. Tribelhorn		125,001 of common	7/14/98