Division of Corporations

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Fax Number

: (850)922-4000

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335

: (305)599-0839

Phone Fax Number

: (305)716-0346

99 JAN 29 PM 3: 24
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

BASIC AMENDMENT

WORLDWONDERS CORP.

Certificate of Status	0
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Fax Number : (850) 922~4000

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335 Phone : (305)599-0839 Fax Number : (305)716-0346

29 JAN 2**9** AN 10: 36 VISION OF CERPORATIONS

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To:

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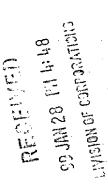
Account Name : FAS-T CORP. AGENTS, INC.

Account Number : 071001002335 Phone : (305)599-0839 Fax Number : (305)716-0346

BASIC AMENDMENT

WORLDWONDERS CORP

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

January 29, 1999

WORLDWONDERS CORP. 10843 NW 29 ST MIAMI, FL 33172

SUBJECT: WORLDWONDERS CORP.

REF: P980D0055640

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please state the name of the corporation in the heading of the document. Complete the FIRST SECTION adding, amending or deleting an Article.

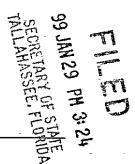
Please add the preparer's name to the preparer's statement.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell Corporate Specialist FAX Aud. #: H99000002285 Letter Number: 599A00004015

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



WORLDWONDERS 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 articles of incorporation shall be amended to delete Margarita R. Olano/Vice President 10843 NW 29th St.
Miami, Fl 33172
To add:
Nestor Esparragoza / Director 10843 NW 29th St.
Miami, Fl 33172

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: 1/25/99

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.

Prepared by: Luisa F. Bautte, 10843 NW 29 Street, Miami, F1 33172 (305) 592-0568

The amendment(s) was/were approved by the shareholders through voting groups.

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	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 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.
Si Signature	gned this 27 day of
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Luisa F. BAUTTE
	Typed or printed name
	Juindant -