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FEBRUARY 10, 1999

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
AMENDMENT SECTIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

900002775529--8

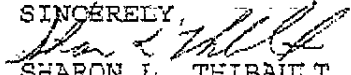
-02/15/99-01100-003

*****35.00 *****35.00

RE: ACE INTERNATIONAL DISTRIBUTORS, INC.

ENCLOSED IS AN AMENDMENT TO THE ARTICLES OF INCORPORATION
AND A CHECK FOR THE \$35.00 FILING FEE.

SINCERELY,


SHARON L. THIBAUT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Amend
2-17-99
PJS

ARTICLES OF ADMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ACE INTERNATIONAL DISTRIBUTORS, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of admendment to its articles of incorporation:

FIRST: Admendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII Please delete following officer:

Name: Charles Wong

Address: 2908 N.W. 72 Avenue
Miami, Florida 33122

Title: Director

ARTICLE VII Please add the following officers:

Name: Mei Hong L. Chang

Address: 15828 N.W. 4th Street
Pembroke Pines, Florida 33028

Title: Vice President, Director

Name: Ronald Wong

Address: 2046 N.W. 180th Avenue
Pembroke Pines, Florida 33029

Title: President, Director

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: January 1, 1999.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

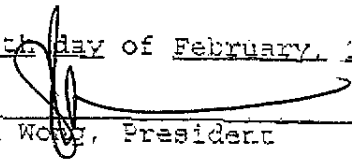
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FILED

FOURTH: Adoption of Amendment(s)

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

Signed this 10th day of February, 1999.

Signature 
Ronald Wong, President