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**CORPORATE RESOLUTION
OF DIRECTORS AND SHAREHOLDERS
AUTHORIZING AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
OILFIELDS & INDUSTRIAL SUPPLIES, INC.**

The undersigned, Director, President, and sole Shareholder, of OILFIELDS & INDUSTRIAL SUPPLIES, INC., a Corporation organized under the laws of the State of Florida certifies that:

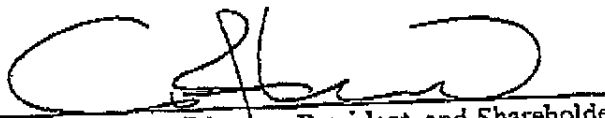
1. Amendment adopted: Article III - Authorized Shares - The aggregate number of shares which the Corporation shall have authority to issue shall be 25,000,000 shares of voting common stock with \$0.01 par value share.

2. The date of adoption of the above amendment is January 15, 2000.

3. The undersigned is the Director/President and sole Shareholder of the Corporation. The amendment was approved by the shareholder.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607.1005 and 607.1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15 day of January, 2000.


Carlos A. Lora, Director, President, and Shareholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I SWORN TO AND SUBSCRIBED before me this 15th day of January, 2000 by Carlos A. Lora, the Director, President, and Shareholder of the Corporation above described, personally known to me, as evidence of identity and who took an oath.

Ana C. Guevara
NOTARY PUBLIC

My commission expires on:



Ana C. Guevara
MY COMMISSION # CC859289
EXPIRES July 29, 2003
BONDED THRU TROY FARM INSURANCE, INC.



Ana C. Guevara
MY COMMISSION # CC859289 EXPIRES
July 29, 2003
BONDED THRU TROY FARM INSURANCE, INC.

Prepared by:
MARCO E. ROJAS
Freeman Buttermann & Haber, LLP.
Florida Bar No. 0940453
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Miami, Florida 33131

ENCLOSURE

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