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Y & A PROFESSIONAL SERVICE, INC
12360 S.W. 132 CT. # 210- MIAMI, FL. 33186
Telephone # 305-971-3340 = Fax # 305-971-3345

Miami, November 17, 1998

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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FLORIDA 32314

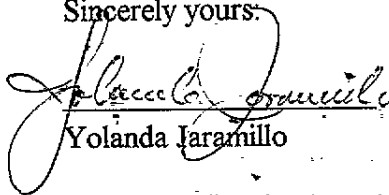
Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the copy of the amendment of
Articles of Incorporrtion of :

V.G. MEDICAL SERVICES, INC..

If you have any questions regarding this matter, please do no hesitate to contact us.

Sincerely yours:


Yolanda Jaramillo

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
V.G. MEDICAL SERVICES, INC.

All the Stockholders of V.G. MEDICAL SERVICES, INC. a Florida Corporation under its corporate seal and the hand of its President , Juan C. Velasco, hereby certify as follows:

CLAUSE I

That all the Shareholders of V.G. MEDICAL SERVICES, INC. in response to a call and notice of meeting, held on November 17, 1998, at 12360 S.W. 132 CT. Suite 210 , Miami, Florida 33186 the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Article VII and VIII, of Articles of Incorporation to read as follow:

ARTICLES VII AND VIII
INITIAL DIRECTORS AND OFFICERS

Upon motion duly made, it was unanimously approved that SONIA OLIVARES was named as Director of the Corporation, with a share participation of 10% of the common registered capital. The Capital Stock of the corporation consists of 1000 shares of \$ 1.00 dollar per value. Not been any other changes, the new Board of Directors will read as follows:

NAME & TITLE:	ADDRESS:	SHARES
Juan C. Velasco President /Secretary	10905 N Kendall Drive # 309 Miami, Fl. 33176	45%
Ramon Garcia Vice-President / Treasurer	10905 N. Kendall Drive # 309 Miami, Fl. 33176	45%
Sonia Olivares Director	18652 N.W. 67 Ave. Miami, Fl. 33015	10%

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CLERK OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day November 17, 1998, at Miami, Florida.-----

V.G. MEDICAL SERVICES, INC..

A Florida Corporation



JUAN C. VELASCO

President