

P98000093685

Y & A PROFESSIONAL SERVICE, INC.
12360 S.W 132 CT #210
MIAMI, FLORIDA 33186

Miami, January 28, 2000

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

000003116240--7
-01/31/00--01098--005
*****35.00 *****35.00

Gentlemen:

Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of the amendment of Articles of Incorporation of:

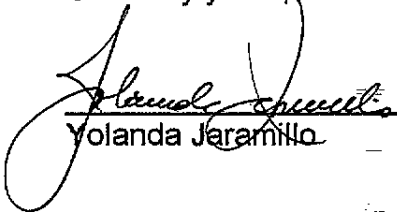
V.G. MEDICAL SERVICES, INC.

If you have any questions regarding this matter, please do not hesitate to contact us.

Please send the amendment to the above mentioned address.

FILED
00 JAN 31 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely yours,


Yolanda Jaramillo

Amend

V. SHEPARD FEB 4 2000

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

FILED
00 JAN 31 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the stockholders of V.G. MEDICAL SERVICES, INC. a Florida Corporation under its corporate seal and the hand of its President, RAMON GARCIA, 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 January 28, 2000., at 12360 SW 132 CT #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 VII and VIII of Articles of Incorporation to read as follow:

ARTICLE VII
OFFICERS

Upon motion duly made, it was unanimously approved that SONIA OLIVARES resigns as Secretary and LUZ N. GARCIA was appointed Secretary of the Board of Directors.

ARTICLE VIII
SUBSCRIBERS

The new board of directors will read as follows:

Name	Address:	Shares
RAMON GARCIA President	10905 N KENDALL DR. #309 MIAMI, FLORIDA 33176	- 50% -
JUAN C. VELASCO	10905 N. KENDALL DR. #309	- 20% -

Vice-President

MIAMI, FLORIDA 33176

LUZ N. GARCIA
Secretary

10905 N. KENDALL DR. #309
MIAMI, FLORIDA 33176

- 30% -

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 as, and its Corporate seal to be here unto affixed, on this day January 28, 2000 at Miami, Florida.-----

V.G. MEDICAL SERVICES, INC.

Florida Corporation.



RAMON GARCIA
President