

P98000096086

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BASIC AMENDMENT

GALAXY GROUP USA, INC.

Certificate of Status	0
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Amendment

3/9/99

3/8/99 4:58 PM

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF

GALAXY GROUP USA, INC.
(Charter# P98000096086)

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT ADOPTED TO ARTICLE IV:

The names and street addresses of the Directors are as follows:

NAME	ADDRESS
Tomas Peralta President, Secretary	7135 SW 152 nd Court Miami, FL 33193

AMENMENT ADOPTED

REGISTERED OFFICE AND AGENT

The name and address of the new registered agent is:

Tomas Peralta	7135 SW 152 nd Court Miami, FL 33193
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THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: March 2nd, 1999

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this March 2nd, 1999

GALAXY GROUP USA, INC.

By


Tomas Peralta
President

PREPARED BY: SERGIO MASSA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
8347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

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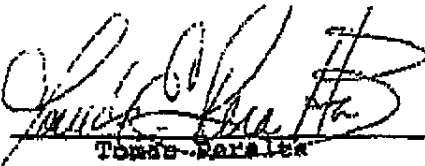
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

ACKNOWLEDGMENT:

Having been named to accept service of process for GALAXY GROUP
USA, INC., at 7135 SW 152nd Court, Miami, FL 33193, I hereby accept
to act in this capacity and agree to comply with the provisions of
said Act relative to keeping open said office.

By 
Tomas Baralta

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