

P98000100891

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003345747--7
-08/04/00--01003--022
*****35.00 *****35.00

SUBJECT: FTC SECURITIES, INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 35.00.

FROM:

FTC SECURITIES, INC.
Name
2 SOUTH BISCAYNE BLVD, ONE BISCAYNE TOWER
Address
MIAMI, FL 33131 (SUITE 3790)
City, State, & Zip
(305) 377-2919
Telephone Number

Note: Additional copy of articles is needed when certified copy is requested.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -4 PM 3:14

Amend
LFT 8-11-2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

00 AUG -4 PM 3: 14

Persuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

FTC SECURITIES, INC.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

1. To change the Presidency of the Corporation to:

CARLOS PEÑALOZA - PRESIDENT

2. To change the Vice-Presidency of the corporation to:

*ROMAN MARTINEZ - VICE PRESIDENT &
ALEJANDRO RIVERA - SECRETARY TREASURER*

3. To change the address of the corporation to:

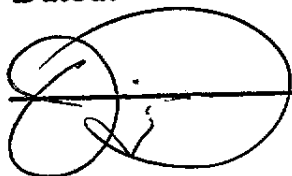
*2 SOUTH BISCAYNE BLVD, ONE BISCAYNE TOWER
SUITE 3790
MIAMI, FLORIDA 33131*

4. To change the Registered Agent of the corporation to:

*ROMAN MARTINEZ - ONE Biscayne Tower, Suite 3790
2 South Biscayne Blvd.
Miami, FL 33133*

THIRD: the amendment(s) was (were) adopted by the shareholders of the corporation on the 15 day of *JULY*, 2000

Dated:



Roman Martinez, Vice President

STATE OF FLORIDA

COUNTY OF DADE

Before me, the undersigned authority, personally appeared

to me well known to be the person(s) who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of ,



NOTARY PUBLIC

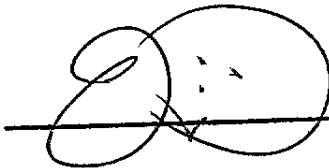


Guillermo Torres
My Commission CC 838921
Expires May 20, 2003

SEAL

My commission expires:

"I hereby am familiar with and accept the duties and responsibilities as
Registered Agent for said Corporation.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -4, PM 3:14