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January 10, 2001

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

Dear Sir or Madam:

Attached is information regarding amending the articles of DOWN ISLAND TRADING COMPANY, a Florida profit corporation. (FEIN: 65-058-2407)

Also enclosed please find a filing fee of \$35.00 and \$8.75 for a certified copy of the amendments.

If you have any questions, please don't hesitate to contact me at 305.292.0409.

Sincerely,

Pamela Childs
Director

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01 JAN 19 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc 123-01
Amend

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

DOWN ISLAND TRADING COMPANY
712B Duval Street • Key West, FL 33040

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office and the name of the registered agent at the office is:

NAME: Pamela Childs

ADDRESS: 712B Duval Street

CITY: Key West, FL 33040

ARTICLE VII - BOARD OF DIRECTORS AMENDMENT

The corporation shall have two directors (2). The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the director(s) of the corporation are as follows:

Susan Webster
712B Duval Street
Key West, FL 33040

Pamela Childs
712B Duval Street
Key West, FL 33041

SECRETARY OF STATE
TALLAHASSEE, FL 32399

01 JAN 19 AM 8:00

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself are as follows:

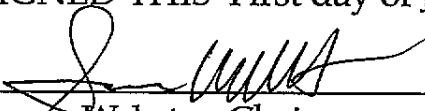
Pamela Childs joins the Corporation as a Director and Shareholder and Susan Webster transfers 250 shares of her common stock, par value of \$1.00 per share to Pamela Childs.

THIRD: The date of each amendment's adoption: Jan 1, 2001

FOURTH: Adoption of Amendment(s)

The amendment (s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

SIGNED THIS First day of January, 2001



Susan Webster, Chairman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

DOWN ISLAND TRADING COMPANY

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted:

The above corporation, organized under the laws of the State of Florida
with its registered office as indicated in the Articles of Incorporation

at

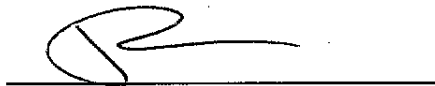
712B Duval Street
Key West, FL 33040

has named

Pamela Childs

located at the aforesaid address, as its registered agent to accept service of
process within this state.

Having been named as registered agent and to accept service of process for
the above stated corporation at the place designated in this certificate, I hereby
accept appointment as registered agent and agree to act in this capacity. I fur-
ther agree to comply with the provisions of all statutes relating to the proper
and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.



Pamela Childs

Signed this 1st of January 2001