

JONG H. LEE

CERTIFIED PUBLIC ACCOUNTANT

3600 S. STATE ROAD 7 • SUITE 230 • MIRAMAR • FL 33023
TEL (954) 967-0001 • FAX (954) 967-3112

P98060105320

February 1, 1999

SECRETARY OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL 32314

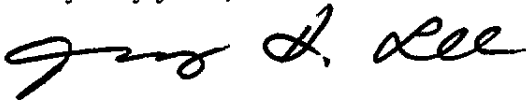
400003129684--7
-02/09/00--01071--009
*****43.75 *****43.75

Dear sir or madam:

Enclosed please find two copies of Certificate of Amendment to the Articles of Incorporation of Daewoo Electronics Central America, Inc., together with my check in the amount of \$ 43.75. This represents the cost of the Filing Fee (\$35.00), and Certified Copy (\$ 8.75) for the above named corporation.

Please forward the certified copy to my address stated on this letter after the filing.

Very truly yours,



Jong H. Lee, CPA

00 FEB -9 PM 4:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES, COVER PAGE

Amend.

V. SHEPARD FEB 16 2000

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
DAEWOO ELECTRONICS CENTRAL AMERICA INC.**

FILED
00 FEB -9 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

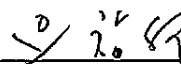
The undersigned CHANG SUK OH, being the proxy of shareholders, officer and director of DAEWOO ELECTRONICS CENTRAL AMERICA INC., a Florida corporation, ("Corporation") does hereby certify that the following is a true and correct copy of a RESOLUTION duly adopted by the Board of Directors and Shareholders of the Corporation at an Annual Meeting personally attended by all of the members of the Board of Directors and all of the proxy of Shareholders, which Annual Meeting was duly called in conformity with the By-Laws of the Corporation and was held at 8525 NW 53 Terrace, Miami, Florida on the 31st day of December, 1999.

RESOLVED that the number of authorized shares of capital stock for the Corporation shall be increased from 300,002 to 1,000,000.

There be no further business, the meeting was, upon motion duly made and seconded and unanimously carried, adjourned.

The undersigned further certify that the foregoing resolution has not been modified or changed in any way and are at the date of this Certificate in full force and effect.

In Witness Whereof, the undersigned have hereunto subscribed their names and affixed the seal of the Corporation this 31st day of December, 1999.

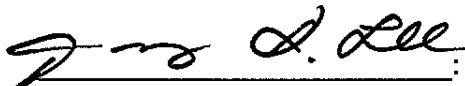


CHANG SUK OH
SECRETARY/SHAREHOLDER(PROXY)/DIRECTOR

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Personally appeared before me, the undersigned authority, CHANG SUK OH, Secretary, Shareholder Proxy, Director, to me well known and known to me to be the individual who subscribed to the foregoing Certificate and who, upon being first duly sworn, depose and says that he executed the foregoing Certificate for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and Official Seal at Miami-Dade County, Florida on this 31ST day of December, 1999.



Jong H. Lee
Notary Public