

P99000002384

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

Miami, October 27, 1999

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

400003042494--5
-11/12/99--01051--003
*****35.00 *****35.00

Gentlemen:

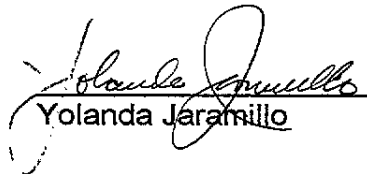
Enclosed please find a check in the amount of \$ 35.00 dollars and the copy of
the amendment of Articles of Incorporation of:

U.S. UNION CORPORATION

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

Please send the amendment to the above mentioned address.

Sincerely yours,


Yolanda Jaramillo

Amend
11-19-99
DAS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 12 AM 8:27

FILED

FIRST CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
U. S. UNION CORPORATION

FILED
99 NOV 12 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

All the stockholders of U.S. UNION CORPORATION, a Florida Corporation under its corporate seal and the hand of its President, Francisco Javier Restrepo hereby certify as follows:

CLAUSE I

That all the Shareholders of U.S. UNION CORPORATION, in response to a call and notice of meeting, held on October 27, 1999, at 7926 N.W. 66 Street, Miami, Fl. 33166, 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 Articles VIII and X of Articles of Incorporation to read as follow:

ARTICLE VIII
INCORPORATORS

Upon motion duly made, it was unanimously approved that FRANSISCO JAVIER RESTREPO AND MARIA TERESA Saldarriaga, located at 15524 N.W. 5 Street, Pembroke Pines, Fl. 33028, was appointed as President and Vice President/ Secretary of the Board of Directors, with a share participation of 40% and 60%.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT


The new Registered Office and Registered Agent, will be:
7926 N.W. 66 Street, Miami, Florida 33166, Francisco Javier Restrepo.

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 October 27 1999, at Miami, Florida.

U.S. UNION CORPORATION
A Florida Corporation.



Francisco Javier Restrepo
President



Maria Teresa Saldarriaga
Vice President/ Secretary

**CERTIFIED OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of State of Florida, submit the following statement in designating the registered office / registers agent, in the State of Florida.


1.- The name of the corporation is:

U.S. UNION CORPORATION

2.- The name of the address of the registered agent and office is:

Francisco Javier Restrepo
7926 N.W. 66 STREET
Miami, Florida 33166

Signature: +


Francisco Javier Restrepo
President

CLERK OF STATE
TALLAHASSEE, FLORIDA

99 NOV 12 AM 8:27

FILED

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 THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

+ 
Francisco Javier Restrepo
Registered Agent