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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BAEZ CORPORATION

(Corporation Name)

(Document #)

2. Name

(Corporation Name)

(Document #)

3. Change & Amend

(Corporation Name)

(Document #)

4. Amend

(Corporation Name)

(Document #)

- Walk in Pick up time 2.00 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

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DEPARTMENT OF
VISION OF CORP. &
TALLAHASSEE, FLORIDA

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|---------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Examiner's Initials DR

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
99 OCT 29 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Baez Corporation
(present name)

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

First # Article 1 change it to: BAEZ MORTGAGE AND INVESTMENTS Corporation.

Article 2. change it to: 801 Monterrey Avenue Suite # 204 Coral Gables, Florida 33134.

Article 9 change it to:

- * Vice President PEDRO A. BAEZ 8% shares.
- * President Yamillet Baez. 92% shares

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:

10/28/99

THIRD: The date of each amendment's adoption: _____

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 28th day of October, 19 999.

Signature

Yanilet Baez and Pedro A. Baez
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

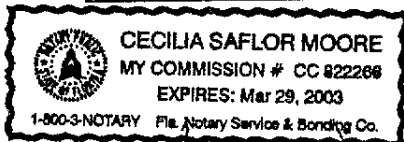
OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Yanilet Baez President Peter A. Baez
Typed or printed name Vice President
President and Vice President
Title



Cecilia Safloor Moore
NOTARY PUBLIC