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PRATS FERNANDEZ & CO

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Division of Corporations

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P 99000023041

Florida Department of State

Division of Corporations

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Division of Corporations

Fax Number : (850) 205-0380

From:

Account Name : PRATS, FERNANDEZ & CO.

Account Number : I19980000078

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BASIC AMENDMENT

S & R INTERNATIONAL PROPERTIES INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	

Amendment

11/20/01

11/14/01

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
S & R INTERNATIONAL PROPERTIES INC.**

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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:

ARTICLE VI: BOARD OF DIRECTORS

The name and post office address of the member of the Board of Directors who shall hold office of the Corporation until the successors are elected or appointed and has qualified is as follows :

BOARD OF DIRECTORS

Martha Lasprilla	Gilbert Contreras
Director	Director

2121 Ponce de Leon Blvd. Suite 240

Coral Gables, Fl. 33134

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ARTICLE VI: OFFICERS

The names and post office address of the officers
of this corporation are:

Martha Lasprilla
Secretary & Treasurer

Francisco J. Fernandez
President

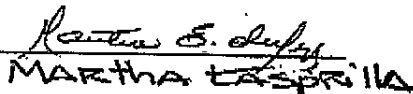
2121 Ponce de Leon Blvd. Suite 240

Coral Gables, Fl. 33134

It is hereby declared that stockholders approval is not necessary for these Articles
of Amendment.

Preparer's name: Francisco J. Fernandez
2121 Ponce de Leon Blvd # 240
Coral Gables, FL 33134.
Phone: 305-444-8333.

There being no further business, the amendments were adopted
by the directors, with no shareholder action required and not member action
or consideration executed. This meeting was duly adjourned with the
unanimously approved of all directors and officers and the mended
adoptions of this article on this 14th day of November of 2001.


MARtha LASPRILLA
Director

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