THE TAX GROUP, INC.

1149 S.W. 27th AVENUE, SUITE #200 305

MIAMI, FLORIDA 33135

PHONES: 643-6455 / 643-6466

## P99000026054

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS AMENDMENT SECTION P.O. BOX 6327 TALLAHASSEE FL 32314

April 23,1999

RE: HEDZ, WHO'S NEXT, INC. - P99000026054.

Gentlemen:

We are, hereby, enclosing ck. #1828 for \$ 35.00 to cover Filing Fees for an Amendment to the above referenced Corporation.

Please return all correspondence related to this matter to:

THE TAX GROUP INC. 1149 SW 27th AVE. STE 305 MIAMI FL 33135-4743

Thanking you for your prompt attention to this matter, Respectfully yours,

600002851986--0

-04726/99--01123--021 \*\*\*\*\*35.00 \*\*\*\*\*35.00

ANDRES W. LOPEZ, E.A.

99 APR 26 PM 1: 08
SECRETARY OF STATE
TAIL AHASSEE FI ORIDA

amend LFT 5-6-99

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

FILED 99 APR 26 PM 1: 08

SECRETARY OF STATE TALLAHASSEE, FLORIDA

HEDZ,	WHO'S NEXT, INC.	<del></del>
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Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)

ARTICLE 8 MUST READ AS FOLLOWS: JOSEPH DOMINGUEZ IS NO LONGER THE PRESIDENT AND SECRETARY, HAVING RESIGNED, AND NOW EDWARD DOMINGUEZ IS THE PRESIDENT AND SECRETARY, RESIDING AT 6860 SW 13th TERR. MIAMI, FL. 33144

ARTICLE 9 MUST READ AS FOLLOWS: JOSEPH DOMINGUEZ IS NO LONGER THE REGISTERED, HAVING RESIGNED, AND NOW EDWARD DOMINGUEZ IS THE REGISTERED AGENT, RESIDING AT 6860 SW 13TH TERR. MIAMI, FL. 33144.

ACCEPTED: Educated Joningue

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:

THIRD: The date of each amendment's adoption: APRIL 1,1999

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FOU	JRTH: Adoption of Amendment(s) (CHECK ONE)	_	
CX.	The amendment(s) was/were approved by the shareholders. The number o amendment(s) was/were sufficient for approval.	f votes ca	st for the
	The amendment(s) was/were approved by the shareholders through voting group enterprise through statement must be separately provided for each voting group enterprise on the amendment(s):	•	te
	"The number of votes cast for the amendment(s) was/were		
	sufficient for approval by		н
	voting group		•
_, ,	The amount of the state of the	=	
]	The amendment(s) was/were adopted by the incorporators without shareholder act action was not required.	ion and sh	areholder
<b>]</b>	The amendment(s) was/were adopted by the incorporators without shareholder act action was not required.  Signed this day 23 of APRIL , 19 99		areholder
<b>]</b>	Signed this day 23 of APRIL 1999  Signature X Sellular A Ammque		
<b>]</b>	action was not required.  Signed this day 23 of APRIL , 19 99	officer if add	
<b>]</b>	Signed this day 23 of APRIL , 19 99  Signature X Sulvator Managera (By the Chairman or Vice Chairman of the Board of Directors, President or other		
<b>]</b>	Signed this day 23 of APRIL , 19 99  Signature X Sulvator Managera (By the Chairman or Vice Chairman of the Board of Directors, President or other	officer if add	
<b>]</b>	Signed this day 23 of APRIL 1999  Signature X Sulva Amangue  (By the Chairman or Vice Chairman of the Board of Directors, President or other shareholders)	officer if add	
3	Signed this day 23 of APRIL , 19 99  Signature Solution of Market Manager (By the Chairman or Vice Chairman of the Board of Directors, President or other shareholders)  OR  (By a director if adopted by the directors)	officer if add	
3	Signed this day 23 of APRIL 1999  Signature X Sulvar Amunque  (By the Chairman or Vice Chairman of the Board of Directors, President or other shareholders)  OR	officer if add	
3	Signed this day of APRIL, 19 99	officer if add	
3	Signed this day 23 of APRIL 1999  Signature Sellul Amangue (By the Chairman or Vice Chairman of the Board of Directors, President or other shareholders)  OR (By a director if adopted by the directors)  OR	officer if add	
3	Signed this day of APRIL, 19 99	officer if add	
<b>]</b>	Signed this day of APRIL, 19 99	officer if add	