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NOVEMBER 01ST 1999

DEPARTMENT OF STATE DIVISION OF CORPORATIONSP. O. BOX 6327
TALLAHASSEE, FL. 32314

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SUBJECT:

RAINBOW INFORMATICA CELL CORPORATION CORPORATE DIRECTOR CHANGE AMENDMENT

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE AMMENDMENT TO THE ARTICLES OF INCORPORATION AND A CHECK FOR: \$35.00 FILING FEE & CERTIFICATE.

FROM:

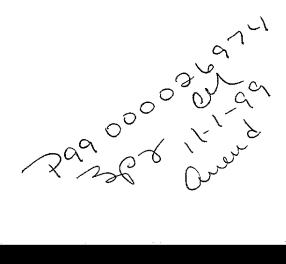
RAINBOW INFORMATICA CELL CORPORATION

8201 NORTH WEST 66TH STREET

SUITE 3

MIAMI, FLORIDA 33166

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES



ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF: **RAINBOW INFORMATICA CELL CORPORATION**

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PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: AMENDMENT ADOPTED:

1 - THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

ROSINEI GRACA

PRESIDENT, SECRETARY, DIRECTOR & REGISTERED AGENT

VERA L. MUNYON

VICE-PRESIDENT, TREASURER & DIRECTOR

PRINCIPAL & MAILING ADDRESS:

8045 NORTH WEST 36TH STREET SUITE 542 MIAMI, FLORIDA 33166

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 FOLLOW:

THIRD:

THE DATE OF EACH AMENDMENT'S ADOPTION: OCTOBER 21ST 1999.

FOURTH:

ADOPTIONS OF AMENDMENTS:

X THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 21ST DAY OF OCTOBER 1999

RAINBOW INFORMATICA CELL CORPORATION

(Chairman or Vice-Chairman of the Board of Directors, President or other officer if adopted the shareholders) Typed or printed name: ROSINEI GRACA

Titie: INCORPORATOR \ DIRECTOR

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF: RAINBOW INFORMATICA CELL CORPORATION PREPARED BY: GUILLERMO UBIETA, JR. 8051 NORTH WEST 36TH STREET SUITE 600 MIAMI, FL. 33166 (305) 597-4511

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

THAT RAINBOW INFORMATICA CELL CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED ROSINEI GRACA FDL#G620-720-54-634-0 EXP. 04/14/04 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF RAINBOW INFORMATICA CELL CORPORATION TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 21ST DAY OF OCTOBER, 1999.

ROSINEI GRACA Registered Agent

8045 NORTH WEST 36TH STREET SUITE 542 MIAMI, FLORIDA 33166

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED ROSINEI GRACA, FLORIDA, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID THIS 21ST DAY OF OCTOBER, 1999.

NOTARY PUBLIC. STATE OF ELORIDA AT LARGE OFFICIAL NOTARY SEAL
QUILLERMO M UBIETA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC548860
MY COMMISSION EXP. APR 21,2000

My commission expires:

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF:
RAINBOW INFORMATICA CELL CORPORATION
PREPARED BY: GUILLERMO UBIETA, JR.
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