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December 21, 1999

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

500002080715--5

-12/27/99--01103--019

*****35.00 *****35.00

RE: AMIGAS VENTURE GROUP, INC.

Gentlemen:

Enclosed please find two copies of the Articles of Amendment for AMIGAS VENTURE GROUP, INC. Also, enclosed please find our check in the amount of THIRTY FIVE AND 00/100 DOLLARS (\$35.00) made payable to the Secretary of State for filing fees of the above mentioned corporation. LAST WEEK I REQUESTED THAT THE ARTICLES OF AMENDMENT FOR AMIGAS' NAME CHANGE NOT BE FILED WITH THE SECRETARY OF STATE AND RETURNED. HOWEVER, PLEASE FILE THE ENCLOSED ARTICLES OF AMENDMENT.

Should you have any questions with regard to the foregoing, please contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg

DMG/bal
enclosures

FILED
99 DEC 27 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

ARTICLES OF AMENDMENT

FOR

AMIGAS VENTURE GROUP, INC.

FILED
99 DEC 27 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:
AMIGAS VENTURE GROUP, INC.
2. The Articles of Incorporation and Articles of Amendment are amended by striking therefrom Article IV, in its entirety, and inserting in place thereof the following:

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue two classes of capital stock designated "Class A Common Stock" and "Class B Common Stock" respectively. The number of shares of Class A Common Stock authorized to be issued is fifty million (50,000,000) and shall have a par value of \$.01 per share. The number of shares of Class B Common Stock authorized to be issued is ten million (10,000,000) and shall have a par value of \$.01 per share.

1. Liquidation and Dividend Rights.

1.1 Liquidation Rights. Except as provided herein, in the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, (1) the holders of the Class A Common Stock shall be entitled to ninety nine (99%) percent of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Class A Common Stock according to the number of shares of Class A Common Stock held by each such holder; and (ii) the holders of the Class B Common Stock shall be entitled to one (1%) percent of the assets of this corporation available for distribution to its shareholders, whether such assets are capital, surplus or earnings, such percentage to be divided pro rata among each of the holders of the Class B Common Stock according to the number of shares of Class B Common Stock held by each such holder.

1.2 Reorganization. A reorganization, consolidation or merger of this corporation with or into any other corporation or corporations or other entity or entities, or a sale, conveyance, lease, transfer or other disposition of all or substantially all the properties and assets of this corporation, or a sale or other transfer, in a single transaction or in a series of related

transactions, of 50% or more of the outstanding capital stock of this corporation, shall not be deemed a liquidation, dissolution or winding up of this corporation for the purposes of this Article.

1.3 Valuation. Whenever the distribution provided for herein shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of this corporation.

1.4 Dividend Rights. Except as provided herein, the holders of the then outstanding Class A Common Stock shall be entitled to receive ninety nine (99%) percent of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefore, such percentage to be divided pro rata among each of the holders of the Class A Common Stock according to the number of shares of Class A Common Stock held by each such holder. The holders of the then outstanding Class B Common Stock shall be entitled to receive one (1%) percent of any dividends, when and as declared by the Board of Directors of this corporation, and out of any funds and assets legally available therefor, such percentage to be divided pro rata among each of the holders of the Class B Common Stock according to the number of shares of Class B Common Stock held by each such holder. Such dividends may be payable quarterly or otherwise as the Board of Directors of this corporation may from time to time determine.

2. Voting Rights. Except as otherwise required by law, the rights of the holders of Class A Common Stock and Class B Common Stock to vote on any matters submitted to shareholders of this corporation shall be as follows:

2.1 Class A Common Stock. Each holder of shares of Class A Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one hundred (100) vote for each share of Class A Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

2.2 Class B Common Stock. Each holder of shares of Class B Common Stock shall be entitled to vote on all matters submitted to a vote of the shareholders of this corporation and shall be entitled to one (1) vote for each share of Class B Common Stock held at the record date for the determination of the shareholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of shareholders is solicited.

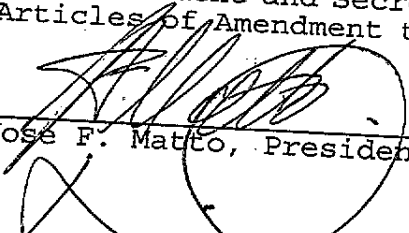
2.3 Class Voting. The holders of the Class A Common Stock, the holders of the Class B Common Stock, shall vote together as a single class.

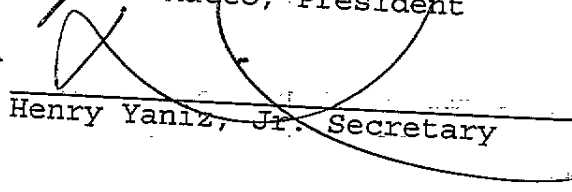
3. Redemption of Class B Common Stock. At the sole option of the Corporation, the Corporation may redeem all of the Class B Common Stock. In the event of said Redemption, each share of Class B Common Stock shall be exchanged for one (1) share of the Corporation's Class A Common Stock.

4. Other Rights. Except as otherwise provided in this Article, the rights of the holders of the Class A Common Stock and the rights of the holders of the Class B Common Stock shall be identical.

The foregoing amendment was adopted by all of the Directors of the Corporation at a Special Meeting of Directors, pursuant to Florida Statutes, on the 16th day of December, 1999. The foregoing amendment was adopted by a majority vote of the Stockholders present at the Board of Directors meeting, pursuant to Florida Statutes, on the 16th day of December, 1999. A majority vote of the Stockholders is sufficient for approval of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 16th day of December, 1999.


Jose F. Matto, President

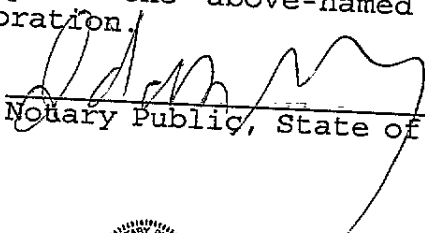

Henry Yaniz, Jr. Secretary

STATE OF FLORIDA)

COUNTY OF DADE)

) ss:

The foregoing instrument was acknowledged before me the day and year last above written by Jose F. Matto, President and Henry Yaniz, Jr. Secretary, respectively of the above-named Florida corporation, on behalf of the corporation.


Notary Public, State of Florida

My Commission expires:



David M. Glassberg
MY COMMISSION # CC770028 EXPIRES
December 25, 2002
BONDED THRU TROY FAIR INSURANCE, INC.