

LAW OFFICES
GLASSBERG & GLASSBERG, P.A.

1570 MADRUGA AVENUE
SUITE 211
CORAL GABLES, FLORIDA 33146

DAVID M. GLASSBERG
LORI H. GLASSBERG

OF COUNSEL:
ROBERT C. BIEGEN
LAWRENCE EVANS
JAMES NEAL HUTCHINSON, JR.

(305) 669-9535
FAX (305) 669-0804

P 99 0000 040431

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: AMIGAS VENTURE GROUP, INC.

Gentlemen:

Enclosed please find two (2) copies of the Articles of Amendment of AMIGAS VENTURE GROUP, INC. Also, enclosed please find our check in the amount of thirty-five (\$35.00) dollars made payable to the Secretary of State for filing fees of the above-mentioned amendment.

Should you have any questions with regard to the enclosed, please do not hesitate to contact the undersigned at (305) 669-9535.

Very truly yours,

David M. Glassberg
For the Firm

DMG/bal

Amend
4-19-00
bbs

100003204641--8
-04/11/00--01132--008
*****35.00 *****35.00

FILED
00 APR 11 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

FOR

1HEMISPHERE VENTURE GROUP, INC.

FILED
00 APR 11 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

1HEMISPHERE VENTURE GROUP, INC.

The Department of State as assigned document no. P99000040431 to this corporation.

2. The Articles of Incorporation, as heretofore amended, are hereby further 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 "Series "A" Preferred 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 Series "A" Preferred Stock authorized to be issued is one million (1,000,000) and shall have a par value of \$.01 per share.

1. Liquidation and Dividend Rights.

1.1 Liquidation Rights. Except as otherwise expressly provided herein, in the event of any liquidation, dissolution or winding up of this corporation, whether voluntary or involuntary, the holders of the Series "A" Preferred Stock shall be entitled to 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 Series "A" Preferred Stock according to the number of shares of Series "A" Preferred Stock held by each such holder. In the event there shall be any assets remaining after such distribution, the holders of the Class A Common Stock shall be entitled to the remaining 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.

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 any 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 in aggregate ninety (90%) percent of any dividends, when and as declared by the Board of Directors of this corporation, 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 Series "A" Preferred Stock shall be entitled to receive in aggregate ten (10%) percent of any dividends, when and as declared by the Board of Directors of this corporation, out of any funds and assets legally available therefor, such percentage to be divided pro rata among each of the holders of the Series "A" Preferred Stock according to the number of shares of Series "A" Preferred 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 Series "A" Preferred 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 (1) 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 Series "A" Preferred Stock. Each holder of shares of Series "A" Preferred 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 Series "A"

Preferred 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.

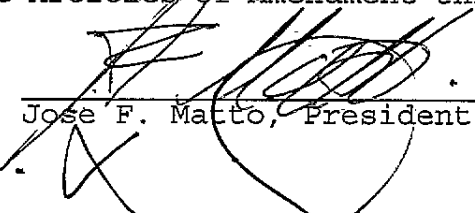
2.3 Class Voting. The holders of the Class A Common Stock and the holders of Series "A" Preferred Stock shall vote together as a single class; provided, however, that the holders of the Series "A" Preferred Stock shall be entitled to vote separately as a class in any of the circumstances described in Sections 607.1004 and 607.1108 of Florida Statutes, or any successor thereto, or as otherwise required by applicable law.

3. Redemption of Series "A" Preferred Stock. At the sole option of any Holder of Series "A" Preferred Stock, the Corporation shall redeem all of the Series "A" Preferred Stock held by such Holder. In the event of any such redemption, each share of Series "A" Preferred Stock shall be exchanged for one (1) share of the Corporation's Class A Common Stock, or such larger number of shares of Class A Common Stock (or any class or series of stock into which such Stock has been converted or exchanged) as a result from any reclassification, recapitalization, stock split or reorganization of the corporation or its capital. The Holder of the Series "A" Preferred Stock may exercise their redemption rights on or before the earlier of the corporation's consummation of an initial public offering or March 31, 2003.


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 Series "A" Preferred Stock, shall be identical.

The foregoing amendment was adopted by all of the Stockholders and Directors of the Corporation at the Annual Meeting of the Stockholders and Directors, pursuant to Florida Statutes, on the 24th day of March, 2000. The foregoing amendment was adopted by an unanimous vote of the Stockholders present at the Joint Annual Meeting of the Stockholders and Board of Directors, pursuant to Florida Statutes, on the 24th day of March, 2000.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation has executed these Articles of Amendment this 24th day of March, 2000.



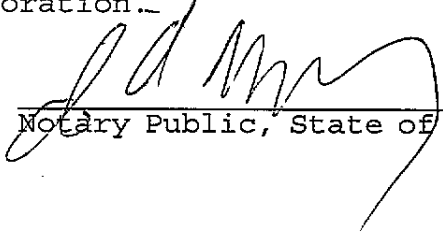
Jose F. Matto, President



Henry Yaniz, Jr., Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

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 # CC776028 EXPIRES
December 25, 2002
BONDED THRU TROY FAIN INSURANCE, INC.