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SENT VIA FEDERAL EXPRESS

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

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-04/11/00--01132--007
*****35.00 *****35.00

RE: AMIGAS VENTURE GROUP, INC./IHEMISPHERE VENTURE GROUP, INC.

Gentlemen:

I enclosed two (2) Articles of Amendment for AMIGAS VENTURE GROUP, INC./IHEMISPHERE VENTURE GROUP, INC. Please file the Articles of Amendment - Name Change first. Thank you in advance for your cooperation in this matter.

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

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 11 AM 8:38

FILED

NC
4-19-00
DMS

ARTICLES OF AMENDMENT
OF
AMIGAS VENTURE GROUP, INC.

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

Pursuant to Florida Statutes, the following is submitted:

1. The name of this corporation is:

AMIGAS VENTURE GROUP, INC.

2. Article I of the corporation's Articles of Incorporation is amended by striking the name "AMIGAS VENTURE GROUP, INC." and inserting in place thereof the following:

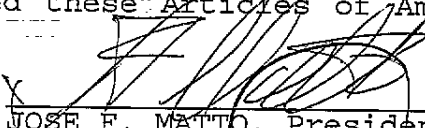
1HEMISPHERE VENTURE GROUP, INC.

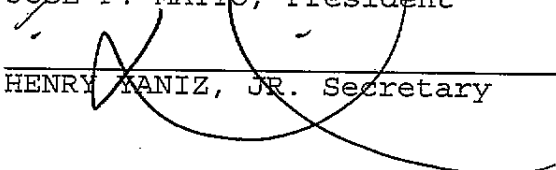
3. The foregoing amendment was adopted by a unanimous vote of the members of the Board of Directors present at the Board of Directors Meeting, pursuant to Florida Statutes, on the 24th day of March, 2000.

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

5. There are no other Stockholders or Directors entitled to vote on this amendment.

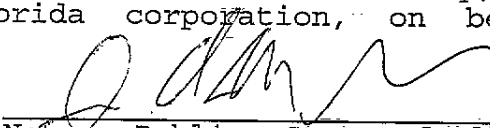
IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 24th day of March, 2000.


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 and HENRY YANIZ, JR, both personally known by me, President and 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