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December 13, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

RE: ARTICLES OF AMENDMENT to
ARTICLES OF INCORPORATION of
AZZIZA MILLENNIUM INCORPORATED

FILED
99 DEC 21 PM 2:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation for Azziza Millennium Incorporated and a check for \$35.00 (filing fee) and \$8.75 (one certified copy) for a total amount of \$43.75.

I also enclose a stamped self-addressed envelope for return of the certified copy of the Articles of Amendment.

Thank you for your attention to this matter. If you have any questions or concerns, please contact me at the number listed above.

Very truly yours,

Camelia A. Marcelino
CAMELIA A. MARCELINO

Amend

V. SHEPARD JAN 6 2000

**SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
99 DEC 21 PM 2: 20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AZZIZA MILLENNIUM INCORPORATED

Pursuant to the Provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article V of the Articles of Incorporation for Azziza Millennium Incorporated is hereby amended to read as follows:

| | |
|------------------|----------------|
| BELKACEM KAOLI | President |
| GUISEPPE FORMICA | Vice President |
| DARIO MAZZEA | Secretary |
| TIM BARRY | Treasurer |

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:

The full amount of common shares for the company (1,000) is hereby distributed as follows:

| | | |
|------------------|----------------|------------------|
| BELKACEM KAOLI | President | 250 shares (25%) |
| GUISEPPE FORMICA | Vice President | 250 shares (25%) |
| DARIO MAZZEA | Secretary | 250 shares (25%) |
| TIM BARRY | Treasurer | 250 shares (25%) |

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

FOURTH: Method of Adoption of Amendments - The Amendments were approved by the shareholders and adopted by the Board of Directors by written consent to action. The number of votes cast for the amendments were sufficient for approval.

Signed this 1st day of DECEMBER, 1999.

Signature: _____


BELKACEM KAOLI
President