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FILED
99 OCT 14 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

600003014276--8
-10/14/99--01030--017
****113.75 *****35.00

Oct. 12, 1999

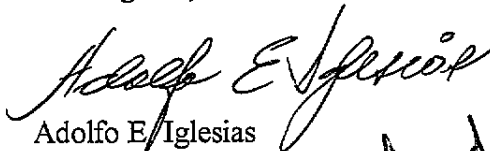
Please find the information requested on the letter of instruction;

Any correspondence should be mailed to:

Lord & Iglesias Accounting Services, Inc.
12964 S.W. 133rd Court
Miami, Florida 33186-5806

I am the registered agent of the corporation. Please, do not hesitate to call me should you need further assistance. My telephone number is: 305 254-1099.

Best regards;


Adolfo E. Iglesias

Amend
10-28-99
BAS

ARTICLE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
METALS AND MINERALS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

METALS AND MINERALS, INC., a Corporation of the State of FLORIDA whose registered office is located at 8401 NW. 17TH STREET, STE# CCS. 229, MIAMI FL 33126, certifies pursuant to the provisions of state law, that at a meeting of the stockholders of said Corporation called for the purpose of amending the Articles of Incorporation, and held on July 10, 1999, it was resolved by the vote of the holders of an appropriate majority of the shares of each class entitled to vote that ARTICLE X of the Articles of Incorporation are to be amended to read as follows:

ARTICLE X - OFFICERS

The officers of the Corporation shall be:

President: Eduardo E. Prieto Garcia

Vice-President: Egle Margarita Garcia Gonzalez

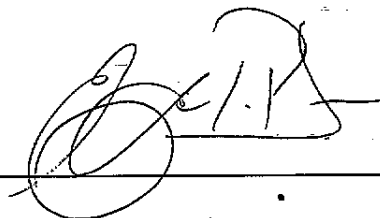
Treasurer: Eduardo E. Prieto Garcia

The number of votes cast by the shareholders was sufficient for approval.

This amendment was adopted on July 10, 1999.

Signed on July 10, 1999

Signature

A handwritten signature in dark ink, appearing to be 'E. Prieto', written over a horizontal line.

Eduardo E. Prieto Garcia
Printed Name

Director/President
Title

Signature

A handwritten signature in dark ink, appearing to be 'E. Margarita Garcia', written over a horizontal line.

Egle Margarita Garcia Gonzalez
Printed Name

Director/Vice-President
Title