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To:
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From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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BASIC AMENDMENT

FLORBELLA FARMS, INC.

Florbella
Ber-tugg
is a
shareholder
only
Rev.
L18/00

Certificate of Status	0
Certified Copy	0
Page Count	02
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Amendment

2-16-00

DC

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

FLORBELLA FARMS, INC.

(present name)

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: *(indicate article number(s) being amended, added or deleted)*

PRESIDENT: VICTOR LOBATO 55% OF THE SHARES

V/PRESIDENT: JORGE PENA 10% OF THE SHARES

SECRETARY: DENNIS COLINA 17.5% OF THE SHARES

CLAUDIO BERTOGG 17.5% OF THE SHARES
ADDRESS 1401 NW 78TH AVE., SUITE 302
MIAMI, FLORIDA 33126

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TALLAHASSEE FLORIDA

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:

THIRD: The date of each amendment's adoption: 15 February - 2000


FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
 voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of FEBRUARY, 2000.

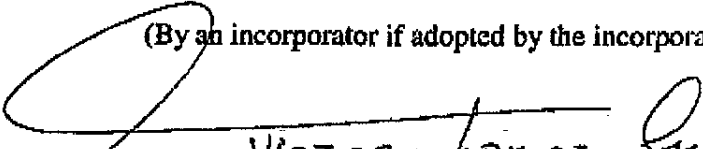
Signature 
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)


Victor Larioso Quevedo
Typed or printed name

PRESIDENT
Title