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May-Wong Chou

Attorney at Law

December 20, 1999

VIA CERTIFIED MAIL
RETURN RECEIPT REQUESTED
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*****35.00 *****35.00

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

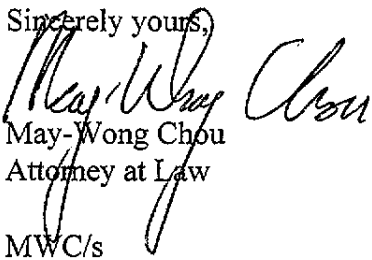
RE: Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for David Arrigoni Enterprises, Inc., adopted by incorporator and sole shareholder. A check in the amount of \$35.00 is enclosed as well.

Please feel free to contact me with any questions.

Sincerely yours,


May-Wong Chou
Attorney at Law

MWC/s

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 27 PM 5:43

Amend
HFS
1-7-2000

Street Address: 214 Second Street North, St.Petersburg, Florida 33701
Mailing Address: P.O.Box 2245, St.Petersburg, Florida 33731-2245
(727)894-7500 Fax: (727)894-7555 E-mail: mwcpa@mindspring.com

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 DEC 27 PM 5:44

DAVID ARRIGONI ENTERPRISES , INC

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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)*

ARTICLE Eight: President, Vice-President, Treasurer, Secretary Shall be David S. Arrigoni, 411 Cleveland St. Ste. 132, Clearwater, FL 33755

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: 11/08/1999

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.

(continued)

Signed this 20 day of December, 19 99.

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)

David S. Arrigoni

Typed or printed name

President/ Incorporator

Title