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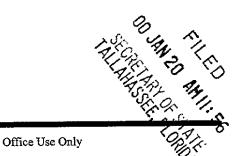
Nofil & Nofil, P.A.

Attn: Mimi Nofil

3284 North State Road 7

Lauderdale Lakes, Florida 33319

CR2E031(7/97)



CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



Pursuant to the provision of section 607-1006, Florida Statues, this Florida profit corporation adopts the following article of amendment to its articles of incorporation:

FIRST: Amendment adopted:

Article VI, Officers & Directors, is being amended to change the titles of directors/officers

From: Mr. Joseph Petrillo, President, Secretary, Treasurer

To: Mr. Joseph Petrillo, Vice President and Treasurer

Mr. Frank Chivetta, President and Secretary

SECOND:

Article III, Capital Stock, is being amended to change the current maximum number of shares of stock that this corporation is authorized to have outstanding at any one time of 1,000 shares of common stock having \$1.00 per share, par value.

To: The Maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 20,000,000 shares of stock having \$.001 per share, par value.

THIRD:

The date of the adoption is:

January 17, 2000

FOURTH: Adoption of Amendment

The amendment was approved by the shareholders.

Signed this 17th day of January, 2000.

Signature: Mr. Frank Chivetta, President and Secretary)