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CORAL GABLES, FL 33134 (305)444-4994

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JUN -8 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. VR INVESTMENTS, INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VR INVESTMENTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

(1) VR INVESTMENTS, INC., hereby amends its original Articles of Incorporation as follows:

ARTICLE IV - ADDRESS

The mailing address of the registered office of the corporation shall be 2828 Coral Way, Suite 304, Miami, Florida 33145, and the name of the Registered Agent for the corporation at that address is Juan J. Piles, Esq.

(2) VR INVESTMENTS, INC., hereby amends its original Articles of Incorporation and amends "Article X OFFICERS" to remove the following Officer:

ARTICLE X OFFICERS

Vice President/Director: Maria Rodriguez
2828 Coral Way
Suite 304
Miami, Florida 33145

(3) VR INVESTMENTS, INC., hereby amends its original Articles of Incorporation and amends "Article X OFFICERS" to add the following Officer:

ARTICLE X OFFICERS

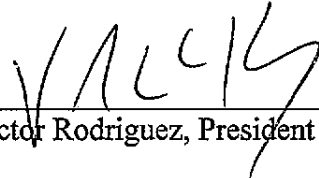
Vice President/Director: Juan J. Piles
2828 Coral Way
Suite 304
Miami, Florida 33145

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption shall be May 30, 2000.

FOURTH: Adoption of Amendment(s): The amendment(s) was/were adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

VR INVESTMENTS, INC.



Victor Rodriguez, President

May 30, 2000

Date

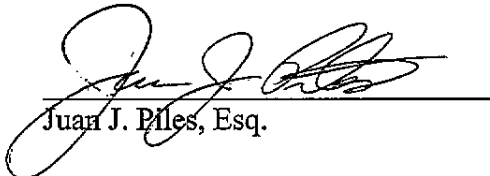
DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of the State of Florida, with its principal office located at 4350 SW 75th Avenue, Miami, Florida 33155, has named Juan J. Piles, Esq. whose address is 2828 Coral Way, Suite 304, Miami, Florida 33145, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



Juan J. Piles, Esq.