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ALBERTO AMOROS

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August 20, 2001

Division of Corporations
Florida Department of State
Attn.: Amendments
409 East Gaines Street
Tallahassee, Florida 32301

100004549101--5
-08/22/01--01046--027
*****87.50 *****
44.75

Re: Bolsamericana.com, Inc.

Dear Sirs:

Please find enclosed herewith an original and two copies of the Articles of Amendment to Articles of Incorporation of

BOLSAMERICANA.COM, INC.

A for profit corporation and a check for \$ 87.50 favor of the Department of State (Florida) in order to file such document. Please provide the undersigned with one certified copy of the Articles of Amendment to Articles of Incorporation and two stamped copies.

Please return documents to the above indicated address.

Very truly yours,

Alberto Amoros

*Alberto Amoros gave Authorization
to delete "initial" in art. V.*

8/28 AS

Amend

V SHEPARD AUG 28 2001

FILED STATE
SECRETARY OF CORPORATIONS
01 AUG 22 AM 11:47

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG 22 AM 11:48

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BOLSAMERICANA.COM, INC.**

Pursuant to the provisions of Section 607.1006 Florida Statutes, BOLSAMERICANA.COM, INC., a Florida Corporation (hereinafter "the Corporation"), having its principal office in the State of Florida at 600 Brickell Ave., Suite #505, Miami, Florida 33131, hereby adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST

ARTICLE III, Capital Stock, of the Articles of Incorporation of the Corporation is amended to read in full as follows:

**ARTICLE III
CAPITAL STOCK**

Section 1. The corporation is authorized to issue Two Hundred and Fifty Thousand (250,000) shares of common stock at One Dollar (\$1.00) par value per share having an aggregate par value of \$250,000 (two hundred fifty thousand dollars). All such shares are of one class and are shares of common stock.

Section 2. Each share of stock of the Corporation shall entitle thereof to a pre-emptive right, for a period of 30 (thirty) days, to subscribe for, purchase, or otherwise acquire any shares of stock of the same class of the Corporation or any equity and/or voting shares of stock rights or options which the Corporation proposes to grant for the purchase of shares of stock of the same class of the Corporation or of equity and/or voting shares of any class of stock of the Corporation or for the purchase of any shares of stock, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe

for, purchase, or otherwise acquire shares of stock of the same class of the Corporation or equity and/or voting shares of stock of any class of the Corporation, whether now or hereafter authorized or created, whether having unissued or treasury status, and whether the proposed issue, reissue, transfer, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares of stock, rights, options, bonds, securities or obligations of the Corporation may be issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares of stock which confer unlimited voting rights in the election of one or more directors.

Section 3. All persons who shall acquire stock in the Corporation shall acquire the same subject to the provisions of these Articles of Incorporation.

Section 4. The common stock shall be issued for such consideration, but not less than the par value thereof, as shall be fixed from time to time by the Board of Directors. In the absence of fraud, the judgment of the Directors as to the value of any property or services rendered received in full or partial payment for shares shall be conclusive. When shares are issued upon payment of the consideration fixed by the Board of Directors, such shares shall be taken to be fully paid stock and shall be non-assessable.

Section 5. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency

thereof shall be conclusive.

ARTICLE IV, Preemptive Rights, has been repealed.

ARTICLE V, Principal Office, of the Articles of Incorporation of the Corporation is amended to read in full as follows:

ARTICLE IV
PRINCIPAL OFFICE

The Corporation's Principal Office in the State of Florida is located at 600 Brickell Ave., Suite 505, Miami Florida 33131. The Board of Directors may, from time to time, move the Principal Office to any other address in Florida.

ARTICLE VI, known as Initial Registered Office and Registered Agent, of the Articles of Incorporation of the Corporation is amended to read in full as follows:

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The principal address of the ~~initial~~ registered office of the Corporation is: Suite 1607, Two Datran Center, 9130 South Dadeland Boulevard, Miami, FL 33156-7851, and the name of the ~~initial~~ registered agent of this corporation at that address is: Alberto Amoros.

ARTICLE VII, known as Initial Board of Directors, of the Articles of Incorporation of the Corporation is amended to read in full as follows:

ARTICLE VI
DIRECTORS

The Directors shall be elected at the annual meeting of shareholders called for the purpose, and each Director shall hold office until the date fixed by the Articles of Incorporation and the Bylaws for the next succeeding annual meeting of

shareholders and until his successor is elected, or until early resignation, removal from office or death. At any meeting of shareholders at which Directors are elected, only persons nominated as candidates shall be eligible.

The number of Directors, which shall be one (1), may be fixed or changed at a meeting of the shareholders called for the purpose of electing Directors at which a quorum is present, by the affirmative vote of the holders of a majority of the shares issued and outstanding at the meeting and entitled to vote on such proposal. In case the shareholders at any meeting for the election of Directors shall fail to fix the number of Directors to be elected, the number elected shall be deemed to be the number of Directors so fixed.

However, the Bylaws of the Corporation may fix the number of directors at a number of one (1) and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase or decrease the number of directors within a limit specified in the Bylaws, provided that in no case shall the number of directors be one (1), and to fill the vacancies created by such increase in the number of directors.

Unless otherwise provided by the Bylaws of the Corporation, the directors of the Corporation need not be stockholders.

ARTICLE IX, Incorporators of the Articles of Incorporation of the Corporation has been repealed.

ARTICLE X, By Laws, is renumbered to be ARTICLE VIII.

ARTICLE XI, known as Amendments to Articles of Incorporation of the Corporation is amended to read in full as follows:

ARTICLE IX

AMENDMENTS TO ARTICLES OF INCORPORATION

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed (including any amendment that changes the terms of any of the outstanding stock by classification, reclassification or otherwise), and other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of the holders of a majority of the shares of capital stock of the Corporation at the time outstanding and entitled to vote, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are subject to the provisions of this Article. The term "these Articles of Incorporation" as used herein and in the Bylaws of the Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

Article XII, Voting Rights, is renumbered to be Article X.

Article XIII, General Operation Procedures, is renumbered to be ARTICLE XI.

Article XII and Article XIII have been added as follows:

ARTICLE XII

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies

such contract or transaction or because his or their votes are counted for such purpose, if:

- a. The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or
- b. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE XIV INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his capacity as director, officer, employee, or agent of the Corporation, or of

any other corporation, partnership, joint venture, trust, or other enterprise in which he served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such whether or not the Corporation would have the power to indemnify him against such liability hereunder.

The foregoing right of indemnification shall not be deemed to exclude other rights to which any current or former Director, Officer, Employee or Agent may be entitled as a matter of law.

Nothing contained herein shall be construed to protect any Director, Officer, Employee or Agent of the Corporation against any liability to the Corporation or its stockholders to

which he would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office.

SECOND

The Board of Directors of the Corporation, by unanimous written Consent dated August 11, 2000 adopted the resolutions in which were set forth the foregoing amendments to the Articles of Incorporation, and which contained a statement declaring that the said amendments of the Articles of Incorporation were advisable and a direction that it be submitted for consideration by the Corporation's shareholder.

THIRD

The amendments of the Articles of Incorporation as hereinabove set forth were approved by the unanimous written Consent of the holders of all outstanding shares entitled to vote thereon dated August 11, 2000 in accordance with section 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, BOLSAMERICANA.COM INC. has cause these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary.


Signed this 20th day of August, 2001

Bolsamericana.com Inc.




Its President
BY: Rafael Avila

Attest:



Victor L. Santana
Secretary

I, the undersigned, the President of Bolsamericana.com, Inc. do acknowledge these Articles of Amendment to be the corporate act of such corporation, and with respect to all matters and facts set forth herein, state under penalties of perjury that to the best of my knowledge, information and belief such matters and facts are true in all material respects.



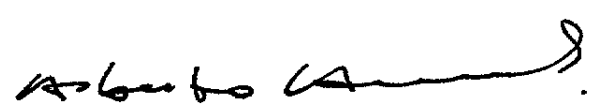
Rafael Avila

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss.:

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments of deed, Rafael Avila, President of Bolsamericana.com, Inc., a Florida corporation, and acknowledge that he executed the above and foregoing Articles of Amendment as such officer for and on behalf of said corporation after having been duly authorized to do so.

Witness my hand and official seal at Miami, Miami-Dade County, Florida this 20 th day of April, 2000.





Notary Public
State of Florida at Large