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BLAXBERG & GRAYSON

L BARRY BLAXBERG MOISES T. GRAYSON

WRITER'S DIRECT LINE: 305-381-7979 EXT. 304 E-MAIL: FANEGO@BLAXGRAY.COM * PROFESSIONAL ASSOCIATION SUITE 730, INGRAHAM BUILDING 25 SOUTHEAST SECOND AVENUE MIAMI, FLORIDA 33131-1506 TELEPHONE (305) 381-7979 TELECOPY (305) 371-6816 IAN J. KUKOFF JONATHAN W. SEGAL DANIEL J. SERBER ALEXANDRA J. SANCHEZ CARMEN L. FANEGO MATTHEW B. WEALCATCH

February 11, 2000

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 300003137723---4 -02/16/00--01081--005 *****35.00 ******35.00

Re:

Articles of Amendment

CARMITRA INTERNATIONAL INTERNET SERVICES, INC.

Our File #1652-1

Dear Sir/Madam:

Enclosed please find and original and one copy of Articles of Amendment. Please file the original with the Secretary of State and return the copy reflecting the date of filing to this office in the envelope provided for that purpose. The necessary filing fee of \$35.00 is enclosed.

Very truly yours,

CARMEN L. FANEGO

TCK: 2/25/00

1652-1\CLF/N/1786

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BLAXBERG, GRAYSON, KUKOFF, & SEGAL

I. BARRY BLAXBERG MOISES T. GRAYSON IAN J. KUKOFF JONATHAN W. SEGAL PROFESSIONAL ASSOCIATION SUITE 730, INGRAHAM BUILDING 25 SOUTHEAST SECOND AVENUE MIAMI, FLORIDA 33131-1506 TELEPHONE (305) 381-7979 TELECOPY (305) 371-6816 ALEXANDRA J. SANCHEZ CARMEN L. FANEGO

WRITER'S DIRECT LINE: 305-381-7979 EXT. 304 E-MAIL: FANEGO@BLAXGRAY.COM

March 6, 2000

Florida Department of State Division of Corporations Attn: Anna Chesnut P.O. Box 6327 Tallahassee, Florida 32314

> Re: Carmitra Internationa Internet Services, Inc. Our File # 1652-1 (Mitrani-Incorp.)

Dear Ms. Chesnut:

Attached is a corrected Articles of Amendment of Articles of Incorporation for the above corporation, as requested from you in the enclosed letter.

Please return the enclosed copy of the Articles of Amendment as soon as the amendment is processed. A postage paid addressed envelope is provided. Please call me if you have any further questions or if there are any other problems with the filing.

Very truly yours

Carmen L. Fanego

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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

February 25, 2000

BLAXBERG & GRAYSON ATTN: CARMEN L. FANEGO 25 SE 2ND AVE. MIAMI, FL 33131-1506

SUBJECT: CARMITRA INTERNATIONAL INTERNET SERVICES, INC.

Ref. Number: P99000106360

We have received your document for CARMITRA INTERNATIONAL INTERNET SERVICES, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut Corporate Specialist

Letter Number: 300A00010296

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

CARMITRA INTERNATIONAL INTERNET SERVICES, INC.

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:

Article V is hereby amended to read:

ARTICLE V.

MAILING ADDRESS OF CORPORATION

The Corporation's mailing address shall be:

8877 Collins Ave. Surfside, Florida 33154

SECOND: Article VII is hereby amended to read

ARTICLE VII.

5.14.

INITIAL DIRECTOR

The name and post office of the first Director of the Corporation is:

Name

Address

Salomon Mitrani

8877 Collins Ave.

Surfside, Florida 33154

The first director shall hold office until the first annual meeting of the Stockholders of the Corporation.

THIRD:

These Articles of Amendment shall be effective immediately.

FOURTH:

The amendment was adopted by the incorporator without shareholder action and

shareholder action was not required.

Signed this 3 13 day of

Signature:

SALOMON MITRANI

Title: Officer & Director

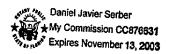
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22.

COUNTY OF MIAMI-DADE:

BEFORE ME, the undersigned authority, appeared SALOMON MITRANI who is personally known to me or who has produced ______ as identification, and acknowledged that he executed said Articles of Incorporation, and who did take an oath.

WITNESS my hand and seal in the State and County aforesaid, this ______day of February, 2000.



NOTARY PUBLIC, State of Florida Print Name: David J. Salkin

My Commission Expires:

1613-1/MBW/w/266