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FROM: GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)

ACCT#: 076077002561

CONTACT: MARIA FELICIANO

PHONE: (305)376-6037

FAX #: (305)376-6010

NAME: KARLA REID INC.

AUDIT NUMBER.....H97000004949

DOC TYPE.....BASIC AMENDMENT

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 25, 1997

KARLA REID INC.
8505 N.W. 66 ST
MIAMI, FL 33166US

SUBJECT: KARLA REID INC.
REF: 833964

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000004949
Letter Number: 497A00015008

FAX AUDIT NO.:H97000004949

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
KARLA REID INC.**

The undersigned, being the Sole Shareholder and President of KARLA REID INC., a corporation organized under the laws of the State of Florida on February 22, 1991, document No. S33964, hereby certifies:

1. Article I of the Articles of Incorporation of the corporation was amended on March 20, '97 by the undersigned Sole Shareholder/President to read as follows:

Article I

Name and Principal Place of Business

- (a) The name of the corporation is KARLA MARIE, INC.
(b) The corporation's principal place of business shall be:
8505 N.W. 66 St., Miami, FL 33166

2. Article VI of the Articles of Incorporation of the corporation was amended on March 20, 97 by the undersigned Sole Shareholder/President to read as follows:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:
KARLA MARIE, INC. organized under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named TULIO PICHARDO, located at 8505 N.W. 66 St., Miami, Florida 33166, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Prepared by:
Guillermo Fernandez-Quincoces
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 So. Biscayne Blvd., Suite 3400
Miami, Florida 33131
Florida Bar No. 0268658
(305)376-6093

Dated: March 20, 1997

BY: 

Name: Tulio Pichardo

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TALLAHASSEE, FLORIDA

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3. The above-described amendments were adopted by the undersigned Sole Shareholder/President.

IN WITNESS WHEREOF, the undersigned Sole Shareholder/President executes these Articles of Amendment this 20 day of March 1997.

Isabel M. Pichardo
Isabel Pichardo/Sole Shareholder/President

STATE OF FLORIDA)

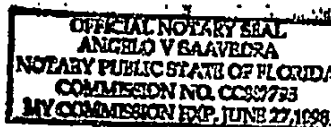
) ss:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me on March 20, 1997 by _____, who is personally known to me.

[Signature]
Notary Public
State of Florida at Large

Prepared by:
Guillermo Fernandez-Quinones
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
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