

V03525

BRODIE & PAWLUC
COURT REPORTERS & LAW

FILED
00 FEB 14 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 10, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900003134229-9
-02/14/00-01079-013
*****43.75 *****43.75

RE: Articles of Amendment to Articles of Incorporation
IBF-TEAM SCANDINAVIA, INC.

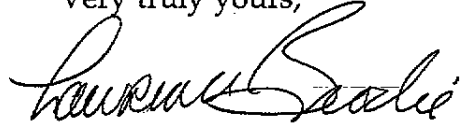
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of IBF-TEAM SCANDINAVIA, INC., and a check in the amount of \$43.75 (\$35.00-filing fee, and \$8.75-certified copy). Upon filing, please return a certified copy of the Articles of Amendment to Articles of Incorporation.

From: Brodie & Pawluc
525 Camden Avenue
Stuart, FL 34994
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours,



Lawrence P. Brodie

LPB/rlb
Enclosures

AMEND
PFB
2-21

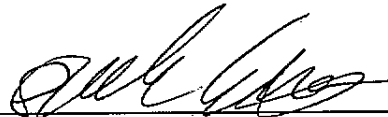
ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
IBF-TEAM SCANDINAVIA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to and in accordance with the Florida Business Corporation Act, as set forth in Chapter 607 of the Florida Statutes, IBF-TEAM SCANDINAVIA, INC., a Florida corporation, certifies by and through the undersigned person, a director and Chief Executive Officer of IBF-TEAM SCANDINAVIA, INC., that:

1. The original Articles of Incorporation of the Corporation were filed on April 21, 1997.
2. The Amended and Restated Articles of Incorporation were duly adopted by the corporation's Board of Directors on February 10, 2000.
3. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.
4. The Articles of Incorporation are amended and restated in their entirety as follows:
 - a. The name of this Corporation is IBF-TEAM SCANDINAVIA, INC. (the "Corporation").
 - b. The street address of the principal office of the Corporation is 2697 SE Carthage Road, Port St. Lucie, FL 34952, and the mailing address is P.O. Box 7942, Port St. Lucie, FL 34985-7942.
 - c. The Corporation shall have the authority to issue 10,000,000 shares of Common Stock, par value \$.01 per share.
 - d. The name and street address of the registered agent of the Corporation is Lawrence P. Brodie, 525 Camden Avenue, Stuart, FL 34994.

IN WITNESS WHEREOF, IBF-TEAM SCANDINAVIA, INC., has caused these Amended and Restated Articles of Amendment to be executed on this 10th day of February, 2000.



Shuichi Sugisawa, Director and
Chief Executive Officer

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is IBF-TEAM SCANDINAVIA, INC.
2. The name and address of the registered agent and office is:

Lawrence P. Brodie
525 Camden Avenue
Stuart, FL 34994

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 10, 2000



Lawrence P. Brodie, Registered Agent