

P95000097537

VENTURE LAW CORPORATION

688 West Hastings Street, Suite 618
Vancouver, British Columbia V6B 1P1
Telephone: (604) 659-9188
Facsimile: (604) 659-9178

March 23, 1999

FLORIDA DEPARTMENT OF STATE
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32299

400002816994--0
-03/23/99--01107--008
*****96.25 *****52.50

Dear Sir/Madam:

Re: Latin Venture Partners, Inc. (the "Company")


Please accept for filing the enclosed amendment of articles of incorporation of the Company. The directors and shareholders of the Company have adopted a resolution change the name of the Company to "C3D Inc."

We have enclosed a bank draft for \$96.25 for filing (\$35.00) and a for certified copy (\$52.50), and for a certificate of status (\$8.75). Please send the certified copy and certificate of status to us by Federal Express. Our account number is 213-802-917.

Thank you for your assistance in this matter.

Yours sincerely,

VENTURE LAW CORPORATION

Per: 
Alix B. Cormick

Encl.

FILED
99 MAR 24 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC

TLL MAR 26 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

LATIN VENTURE PARTNERS, 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: Amendment adopted:

Article I is hereby amended to read as follows:

The name of this corporation is **C3D INC.**

SECOND: There is no change to the capital of the corporation.

THIRD: This amendment was adopted on March ^{12th} 8, 1999.

FOURTH: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

^{12th}
Signed this 9th day of March, 1999.

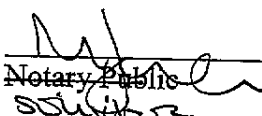


John Jones, President

Prepared by: Alixe B. Cormick
Barrister & Solicitor
Venture Law Corporation
#618 - 688 W. Hastings Street
Vancouver, BC V6L 3E3
Tel: (604) 659-9188
Fax: (604) 659-9178

NOTARY WITNESS

^{12th}
On March 9th, 1999, personally appeared before me, a Notary Public, John Jones, President of Latin Venture Partners, Inc., who acknowledged that he executed the above instrument.



Notary Public

A R JAYES

SOLICITOR

GENTLE JAYES
26 GROSVENOR STREET

FILED
99 MAR 24 AM 9:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA