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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

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ADAMS & ASSOCIATES, P.A.
ATTORNEYS AT LAW

TELEPHONE: (305) 824-9800
TELEFAX: (305) 824-3868

BANK OF AMERICA OFFICE BUILDING
900 WEST 49 STREET
SUITE 514
HIALEAH, FLORIDA 33012

RICHARD J. ADAMS, JR.

May 8, 2004

Division of Corporations
Att: Amendment Department
P.O. Box 6327
Tallahassee, FL 32314

RE: Victory Shoes Corporation of Hialeah
Articles of Amendment to Articles of Incorporation

Dear Division of Corporations:

Enclosed please find Articles of Amendment for the above captioned Corporation, and a check in the amount of \$35.00 for Amendment fee.

We are not requesting a Certificate of Status, nor a Certified Copy.

However, enclosed is a copy of the Articles of Amendment. Can you please return the copy stamped, to the undersigned, in the enclosed return envelope.

Very truly yours,

Richard J. Adams, Jr., Esq.
RA/jg

Enclos.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

VICTORY SHOES CORPORATION OF HIALEAH

Pursuant to the provisions of Section 607.1003, Florida Statute, this Corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

1. JOSE RAMOS IGLESIAS is removed as Director, President, Vice-President, Secretary and/or Treasurer.
2. ALFREDO HERNANDEZ is added as sole Director.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementation the amendment if not contained in the amendment itself, are as follows:

- A. The ownership of common shares of fifty percent of all issued stocks are transferred by JOSE RAMOS IGLESIAS to ALFREDO HERNANDEZ.

THIRD: The date of each amendment's adoption: April 19, 2004.

FOURTH: Adoption of Amendment(s)

_____ The amendment(s) was/were adopted by the incorporator without shareholder action and shareholder action was not required.

_____ The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.

☒ _____ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups.

The number of votes cast for the amendment(s) was/were sufficient for approval by

Signed this 19th day of April 2004.

By: Jose Ramos Iglesias
JOSE RAMOS IGLESIAS (Director/President)

By: Alfredo Hernandez
ALFREDO HERNANDEZ

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