

K 45152

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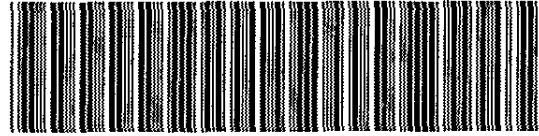
(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

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AUG 22 2006

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CARibbean Gems and Jewelry, Inc.

DOCUMENT NUMBER: K45152

The enclosed *Articles of Amendment* and fee are submitted for filing. : 3 pages

Please return all correspondence concerning this matter to the following:

ITALO DE VIVO BLANCO

(Name of Contact Person)

CARibbean Gems and Jewelry, Inc.

(Firm/ Company)

36 NE 1st Street, Suite 141

(Address)

MIAMI, FL 33132

(City/ State and Zip Code)

For further information concerning this matter, please call:

RAFAEL BARRIOS

(Name of Contact Person)

at (305) 720-9682

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Caribbean Gems and Jewelry, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

K 45152

(Document number of corporation (if known))

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TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

(A) ARTICLE V: The street address of the registered office and name of the Agent of this corporation shall be:

ITALO De Vivo Blanco

36 NE 1st. Street, Suite 141

Miami, FL 33132

(B) Article VI: Board of Directors shall consist of a total of (2) persons and the name and address of the persons who are to serve as directors are:

Italo M. De Vivo Pacini (50%), President

36, NE 1st. Street, Suite 141, Miami, FL 33132

(Continued)
p. 2

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

ⓑ (continued)

Italo De Vivo Blanco (50%)

Vice-President, Treasurer & Secretary

36, NE 1st Street, Suite 141, Miami, FL 33132

The date of each amendment(s) adoption: August 21, 2006

Effective date if applicable: August 21, 2006
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

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

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 incorporators without shareholder action and shareholder action was not required.

Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

ITALO M. De Vivo

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35