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L.O.U Enterprises, Inc.

P.O. Box 960681
Miami, Florida 33296-0681
(305) 926-5656

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*****43.75 *****43.75

August 28, 2000

Department of State
Division of Corporations
Attn: Amendment Section
PO Box 6327
Tallahassee, Florida 32314

To whom it may concern:

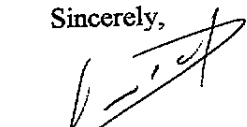
Enclosed please find an original and copy of the Amendment to the Articles of Incorporation for said corporation as well as the \$ 35.00 filing fee and the & 8.75 fee for a certified copy.

Please forward the certified copy to:

Attn: L.A. Betances, President
L.O.U. Enterprises, Inc.
PO Box 960681
Miami, Florida 33296-0681

Should you have any questions, please contact me at the number above.

Sincerely,


L.A. Betances
President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP - 7 PM 3:46

Amend

B

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -7 PM 3:46

L.O.U. ENTERPRISES, Inc.

(present name)

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(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article V:

The Board of Directors has approved adding the following individual Rodolfo Suarez as a Vice President of the Corporation by majority vote of the Board. The term shall not exceed twelve (12) months from the effective date of adopting this amendment.

The Board shall reconvene and discuss whether to extend the term of Rodolfo Suarez at the one-year anniversary of adopting this amendment.

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

Rodolfo Suarez shall receive twenty (20) shares of the Corporation effective with the execution of this amendment.

L.A. Betances, President, shall retain majority shareholder with fifty-five (55) shares.

D.C. Betances, Treasurer, shall retain twenty-five (25) shares.

THIRD: The date of each amendment's adoption: August 28, 2000

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved 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 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.

Signed this 28 day of August, 2000

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

LUIS A. BETANCES

Typed or printed name

PRESIDENT

Title