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LAZARUS CORPORATE FILING SERVICE

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-06/03/02--01033--017
*****35.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ADALBERTO, INC. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

FILED
2002 JUN -3 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. Coulllette JUN 03 2002

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ADALBERTO, INC.

(Present name)

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this 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 VI: This article is being amended by deleting one Director ;
Arturo Antelo resigns as Director, Secretary
This article is also amended by adding a new Director,
Jorge Lopez Sr. residing at 187 NW 57 Ave #19 Miami Fl 33126
is elected President and Jorge Lopez Jr. resident of 407 Lincoln Rd
ste 5B Miami Beach is elected as Vice-President.

ADALBERTO, INC.
407 Lincoln Rd Ste 5-B
Miami Beach, Fl 33139

Second: The date of each
amendment's adoption:
May 30 , 2002

Third: Adoption of Amendment (s) (check one)

XXXX The amendment (s) was/were adopted by the incorporators
without shareholder action and shareholder action was not
require.

(Continued)

(Continued)

The amendment (s) was/were adopted the board of directors without shareholder action and shareholder action was not require.

The amendments(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 separatly on the amendment (s).)

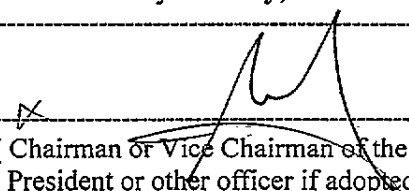
The number of votes cast for the amendment (s) was/were sufficient for approval

by :

(voting group)

Sign this 30 day of May, 2002

By :



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

JORGE LOPEZ JR.

(Typed or print name)

Incorporator

Director

(Title)