P01000087651

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 010c7, 140.40

Oct. 9, 2001

Re: BELLA VENTURA GROUP, INC

200004631322--5 -10/11/01--01037--008 *****35.00 *****35.00

Ladies/Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of BELLA VENTURA GROUP, INC., together with one copy of same and my check in the amount of \$35.00. Please file the Amendment.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,

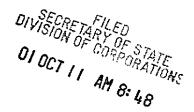
TAMLYNN NIGLIO P.O. Box 5106251

Melbourne Beach, FL 32951

(321) 759-2544

Amend.

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BELLA VENTURA GROUP, INC.



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 adopted: ARTICLE VI - CAPITAL STOCK

There should be three hundred thousand 300,000 shares of stock issued initially instead of four hundred thousand 400,000.

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: Shares have not been issued to the shareholders as of the date of this filing. They will be issued upon receipt of the amendment.

THIRD: The date of each amendment's adoption: October 9, 2001.

FOURTH: Adoption of Amendment (check one)

separately on the amendment:

____ 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

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

The amendment was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment was adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 9 day of OCTODIC, 2001.

Signature J. Myll Ta- Zan

(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)

TAMLYNN NIGLIO / Title - Incorporator and LUIGI PASSALACQUA%Title - Incorporator