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FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
01 OCT 11 AM 8:48

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

Oct. 9, 2001

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

Re: BELLA VENTURA GROUP, INC

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.

V SHEPARD OCT 16 2001

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

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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)

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:

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

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 9th day of October, 2001.

Signature T. Niglio L. Passalacqua
(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