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**BASIC AMENDMENT**

**INVERSIONES MILAZZO, CORP.**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
INVERSIONES MILAZZO CORP.**

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 IX** : Add to JOSE M. MENDEZ as secretary. 7149 NW 111 AVENUE  
Change to DOMINGO SPADARO as treasurer. MIAMI, FL 33178  
AVE. VENEZUELA EDIFICIO VENEZUELA OF 18  
EL ROSAL VENEZUELA

**ARTICLE II:** The Corporation will be engage in activity of buy and sale of general merchandise and repair and watches supplies.

**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:

**THIRD:** The date of each amendment's adoption: May 21, 2003.

**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.

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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 \_\_\_\_\_

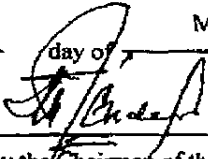
(Voting group)

The amendment (s) was/were adopted by the board of directors without shareholders 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 21 day of MAY 2003

Signature



(By the 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)

JOSE M. MENDEZ

Typed or printed name

PRESIDENT

Title