

PO2 000005937

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

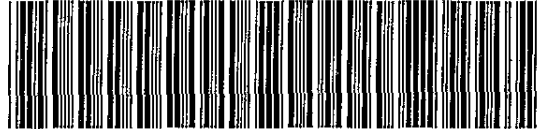
(Document Number)

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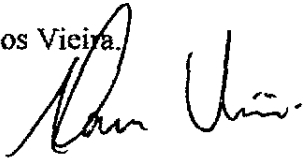
Dear Sir or Madam,

Thank you very much in doing this amendment.

My address is 2621 NE 165 ST. North Miami beach. FL.33160.
My telephone number is (305) 949-1731

Sincerely,

Marcos Vieira.

A handwritten signature in black ink, appearing to read 'Marcos Vieira', written in a cursive style.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

02 DEC 31 PM 2:42

CLERK OF STATE
TALLAHASSEE, FLORIDA

S M ENTERPRISES GROUP INC.

(present name)

P02000005937

(Document Number of Corporation (If known))

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)*

THE PRINCIPAL OFFICE/REGISTERED OFFICE/OFFICER ADDRESS HAS BEEN AMENDED TO:

16300 NE 19TH AVENUE, N MIAMI BEACH, FL 33162.

PLEASE DELETE SOLANGE MILFONT AS VICE-PRSDIDENT ALSO.

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: 11/10/2002


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 100% _____"
(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 19th day of DECEMBER, 2002

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)

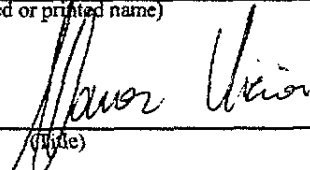
OR

(By an incorporator if adopted by the incorporators)

MARCOS VIEIRA

(Typed or printed name)

PRESIDENT


(Title)