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Division of Corporations

Fax Number : (850)205-0380

From:

Account Name : FAS-T CORP. AGENTS, INC.

Account Number: 071001002335 : (305)599-0839

Fax Number : (305)716-0346

BASIC AMENDMENT

CARABANO & SON INC.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$35.00



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 16, 2003

CARABANO & SON INC. 15031 SW 141ST IN MIAMI, FL 33196

SUBJECT: CARABANO & SON INC.

REF: P0200001360B

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment to Articles of Incorporation of CARABANO & SON UNC. (PRESENT NAME)

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(s) number(s) being amended, added or deleted

Change ARTICLE III CAPITAL STOCK

This Corporation is authorized to issue five hundred (1000) shares of one dollar (\$1.00) per value common stock which shall be distributed as it continues:

Constructora R.A.L. 7007, C.A. Rif: J-300002969 Ave. Principal con Calle El Sifon # 17. El Algodonal – Caracas, Distrito Capital Venezuela

160 Shares

520 Shares

Rafael Carabano 15031 SW 141 St. LN. Miami, Florida, 33196

160 Shares

Anihal Carabano 15031 SW 141 St. LN. Miami, Florida, 33196

160 Shares

Miami, Florida, 33196 Hamlet Carabano

15031 SW 141 St. LN. Miami, Florida, 33196 SECOND: if an amendment provides for an exchange, reclassification or cancellation of issued share, provisions for implementing the amendment if not contained in the amendment itself, are as follows.

THIRD: The date of each amendment's adoption: May 15, 2003

FOURTH: Adoption of Amendment(s) (CHECK ONE).

(X) east for the	The amendment(s) was/were approved by the shareholders. The number of vote amendment(s) was/were sufficient for approval.
The follow	mendment(s) was/were approved by the shareholders through voting groups. ving statement 'must be separately provided for each voting group entitled trately on the amendment(s):
or approva	er of votes cast for the amendment(s) was/were sufficient by
Action)The	endment(s) was/were adopted by the board of director without shareholder or and shareholder action was not required. amendment(s) was/were adopted by the incorporators without shareholder shareholder action was not required.

Signed this 15 Day of May 15, 2003.

Signature

(BY the Chairman or vice chairman of the Boar 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)

Rafael Carabano
TYPED OR PRINTED NAME

President