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BASIC AMENDMENT
BALLENA INVESTMENTS, INC.

Certificate of Status	1
Certified Copy	1
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AMEND
7/2/02
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 3, 2002

BALLENA INVESTMENTS, INC.
7000 ISLAND BLVD STE 2302
AVENTURA, FL 33180

SUBJECT: BALLENA INVESTMENTS, INC.
REF: P02000061777

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000160626
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ARTICLES OF AMENDMENT
OF
BALLENA INVESTMENTS, INC.

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

1. Article VII of the Articles of Incorporation of BALLENA INVESTMENTS, INC. is hereby amended to read:

The name and post office of the Director of the Corporation is:

Gabriel Daniel Helfon

7000 Island Blvd., #2303
 Aventura, FL 33180

The foregoing Amendment was approved by the sole Director on June 28, 2002 without shareholder action, and shareholder action was not required.

These Articles of Amendment shall be effective immediately.

IN WITNESS wherefore, the undersigned Director of this Corporation has executed these Articles of amendment, this 28 day of June, 2002.


 Gabriel Daniel Helfon, as Sole Director

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me personally appeared Gabriel Daniel Helfon, to me well known and known to me, to be the individual described in and who executed the foregoing instruments in the capacities stated above for BALLENA INVESTMENTS, INC., a Florida corporation, and severally acknowledged to and swore before me that he executed such instrument in such capacities, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

SWORN TO and subscribed before me, this 28 day of June, 2002.

 Daniel Javier Serber
 My Commission CC876631
 Expires November 13, 2003

MBW/w/1058


 Notary Public, State of Florida at Large
 Print Name: DANIEL J. SERBER
 My Commission Expires:

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