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To:
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Fax Number : (850)205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT

BALUARTE MUSIC PUBLISHING, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

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DIVISION OF CORPORATIONS

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Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF BALUARTE MUSIC PUBLISHING, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned corporation, Baluarte Music Publishing, Inc. (P02000080461) adopts the following Articles of Amendment to its Articles of Incorporation.

Article I. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

See Attached.

Article II. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted June 20, 2005 by the Board of Directors.

James Wilets
Luis Font, P.A.
1160 NE 100th Street
Miami Shores FL 33138
305-754-4322

ATTACHMENT TO ARTICLES OF AMENDMENT

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the corporation is:
1045 Kane Concourse, Suite 216 Bal Harbour Island FL 33154

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and address of the corporation's registered agent is:
James Wilts 1160 NE 100th Street Miami Shores FL 33138

ARTICLE VII - DIRECTORS AND OFFICERS

The corporation shall initially have one Director to hold office until the first meeting of the stockholders, and his successors have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the current director is:

Andres Castro 1045 Kane Concourse, Suite 216 Bal Harbour Island FL 33154

The name and addresses of the Corporation's current officers are:

Andres Castro, President	1045 Kane Concourse, Suite 216 Bal Harbour Island FL 33154
Andres Castro, Vice President	1045 Kane Concourse, Suite 216 Bal Harbour Island FL 33154
Andres Castro, Secretary	1045 Kane Concourse, Suite 216 Bal Harbour Island FL 33154
Andres Castro, Treasurer	1045 Kane Concourse, Suite 216 Bal Harbour Island FL 33154

Article III. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Baluarte Music Publishing, Inc.

By: *Aura Maria Amézquita Medina*

Name: Aura Maria Amézquita Medina

Title: President

Date: June 21/2005

James Wilets
Luis Font, P.A.
1160 NE 100th Street
Miami Shores FL 33138
305-754-4322

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

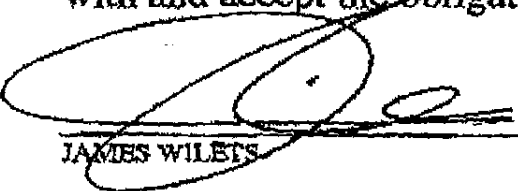
CORPORATION:

Baluarte Music Publishing, Inc.

REGISTERED AGENT/OFFICE:

**James Wilets
1160 NE 100th Street
Miami Shores FL 33138**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



JAMES WILETS

Date: 6/20/2005.

**James Wilets
Luis Font, P.A.
1160 NE 100th Street
Miami Shores FL 33138
305-754-4322**