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To: Division of Corporations  
Fax Number : (850)205-0380

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305)599-0839  
Fax Number : (305)716-0346

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BASIC AMENDMENT

C&A PAVING AND CONSTRUCTION, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
C&A PAVING AND CONSTRUCTION, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES THIS CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION.

FIRST: AMENDMENTS ADOPTED:

ARTICLE I

CORPORATE NAME

THE NAME OF THIS CORPORATION SHALL BE C&M PAVING AND CONSTRUCTION, INC.

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTORS. THE NUMBER OF DIRECTORS MAY INCREASED, OR DISMISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY STOCKHOLDERS.

CARLOS J. SAVEDRA  
8009 NW 36 STREET STE 302  
MIAMI, FL 33166

MILENA SALAZAR  
8009 NW 36 STREET STE 302  
MIAMI, FL 33166

ARTICLE VIII

BOARD MEMBERS

THE NAME AND TITLE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND STATE OF CORPOARTE OFFICERS IS AS FOLLOWS:

NAME	TITLE
MILENA SALAZAR	PRESIDENT

CARLOS J. SAVEDRA

VICEPRESIDENT

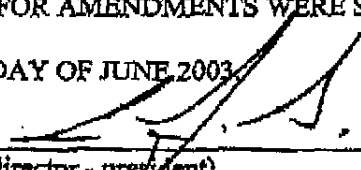
SECOND: THE AMENDMENT'S ADOPTION IS JUNE 17, 2003.

THIRD: ADOPTION OF AMENDMENT

(X) THE AMENDMENTS WERE APPROVED BY THE STOCKHOLDERS. THE NUMBER OF VOTES CAST FOR AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS 17 DAY OF JUNE 2003.

SIGNATURE

  
\_\_\_\_\_  
(By director - president).

CARLOS J. SAVEDRA  
Typed or printed name

DIRECTOR - Officer  
Title