

PC 2000087110

SPACE MATTRESS INC
1158 S.W. 1 street
Miami, FL 33130

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

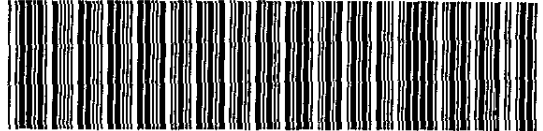
(Business Entity Name)

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED

03 OCT 31 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPACE MATTRESS, INC

SAME

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

ARTICLE VIII

Was modified on our last stockholders meeting of 10-02-2003
as follows:

NEW President-Director Jose M. Quirantes

FORMER President Director Christopher Joseph Leyva resigned on
10-02-2003.

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:

N/A

THIRD: The date of each amendment's adoption: OCTOBER 2, 2003 (Date of last meeting)

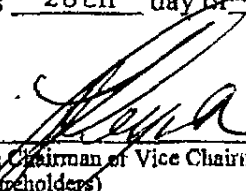
FOURTH: Adoption of _____ (amendment(s) (CHECK ONE))

- 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 _____ 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 28th day of October, ~~19~~ 2003

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)

Lourdes Q. Leyva

Typed or printed name

Secretary Treasurer

Title