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TALLAHASSEE, FLORIDA

BASIC AMENDMENT

POWER ENTERPRISE CORP.

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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

POWER ENTERPRISE CORP.

(Present name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of action 607.1006, Florida Statues, 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)

THE NEW PRINCIPAL ADDRESS IS:

11741 SW 79 TERR
MIAMI, FL. 33184

ARTICLE VI OFFICERS & DIRECTORS

FERNANDEZ, LAZADO	PRESIDENT
OCA, JOSE E	VICEPRESIDENT

CHANGE:

FERNANDEZ, LAZARO	PRESIDENT

DELETE:

OCA, JOSE E	VICEPRESIDENT

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:

YOHIMA DEL CORRAL
4080 SW 84 AV
MIAMI, FL 33155
305-4859300

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THIRD: The date each amendment's adoption: January 7, 04.

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

X- 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 07 day of January 2004.

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)

Lazaro Fernandez.
Typed or printed name

President.
Title

Having been named as registered agent and to accept service of process for the stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity.

X______________________________
Registered agent signature

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