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BASIC AMENDMENT

410 LAKE VILLA THREE, INC.

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DIVISION OF CORPORATIONS

Certificate of Status	0
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Amendment
06/10/03

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

**410 Lake Villa Three, Inc.
a Florida corporation**

The undersigned, being the Director of 410 Lake Villa Three, Inc., a Florida corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment") as follows:

1. Article 6 of The Articles of Incorporation of the Corporation are hereby modified to provide that effective as of the date of this Amendment Elvia Lucia Davila has been appointed Director and Vice President of this corporation, and that as of the date of this Amendment, the name and street address of the Directors and Officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Carmina Davila de Abondano	c/o 1200 Brickell Avenue Suite 900 Miami, Florida 33131	Director/President Secretary/Treasurer
Elvia Lucia Davila	c/o 1200 Brickell Avenue Suite 900 Miami, Florida 33131	Director/Vice President

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3. The date of each Amendment's adoption: June 8, 2003

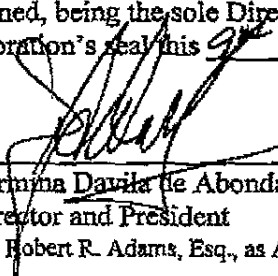
4. This amendment was adopted by the Board of Directors without Shareholder action and Shareholder action was not required.

5. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon all of the Shareholders, Directors and Officers of the Corporation and their respective legal representatives, heirs, successors and assigns.

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IN WITNESS WHEREOF, the undersigned, being the sole Director of the Corporation,
has hereunto set his hands and affixed the Corporation's seal this 9th day of June 2003.



Carmina Davila de Abondano
Director and President
By: Robert R. Adams, Esq., as Attorney-in-Fact

[Corporate Seal]

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