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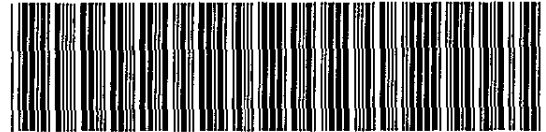
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Amend

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ELITE SERVICES GROUP, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
03 JUN 26 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ELITE SERVICES GROUP, 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: Amendment adopted:

ARTICLE 1. - NAME : The name of the Corporation : Remain the same

The principal office shall be: 14337 SW 119TH. AVENUE, MIAMI, FL. 33186

ARTICLE VII: BOARD OF DIRECTORS :

**Carlos Payret
11400 SW 41st. Street
Miami FL. 33165**

**Zohany Pulido
2501 SW 105th. Avenue
Miami, FL. 33165**

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

FOURTH: The amendments were approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

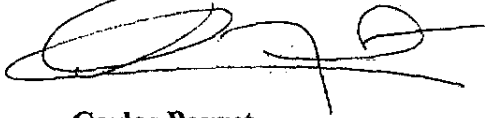
FIFTH: The registered address of the corporation shall be: 14337 SW 119th. Avenue, Miami, FL. 33186.

SIXTH: The Registered Agent : Remain the same

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SEVENTH: These Amendments were accepted and approved on May 28th , 2003.

Signed this 10th day of June, 2003; in Miami/Dade County, State of Florida.

A handwritten signature in black ink, appearing to read 'Carlos Payret', written over a horizontal line.

**Carlos Payret
Director/Initial Incorporator**