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(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

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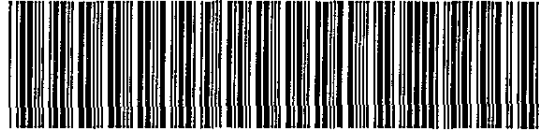
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

No punctuation in name of corp.

(58)



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02/20/04--01067--006 **78.75

FILED
04 FEB 20 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/26/04
Amend
[Signature]

Alba Accounting Service, Inc.

February 15th, 2004

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

Re: Articles of Amendment
to
Articles of Incorporation
of
ACTION REAL ESTATE, INC.

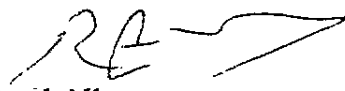
Enclosed you will find check in the amount of \$ 78.75 which pays filing fees and certified copies of the Amendment of Articles of Incorporation, and Officer/Director Resignation for the above mentioned company.

It would be greatly appreciated if you could please send the Amendment of Articles of Incorporation of ACTION REAL ESTATE, INC. to 3818 West 16 Ave, Hialeah, FL 33012.

Should you have any questions, please fell free to contact our office.

Sincerely yours,

ALBA ACCOUNTING SERVICE, INC.


Raul Alba
President

3818 West 16 Ave, Hialeah, Florida 33012
Telephone: 305-778-7637

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

FILED
04 FEB 20 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACTION REAL ESTATE INC

(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 "VII" OFFICERS.

DELETE CURRENT VICE PRESIDENT/ TREASURER: MAGDIEL CASTRO
8222 NW 14 STREET
MIAMI, FL 33126

DELETE CURRENT VICE PRESIDENT: FRANK A RODRIGUEZ
8222 NW 14 STREET
MIAMI, FL 33126

ADD NEW VICE PRESIDENT/ TREASURER: AIBA ACCOUNTING SERVICE, INC
RAUL ALBA / PRESIDENT
3818 WEST 16 AVENUE
HIALEAH, FL 33012

ADD NEW DIRECTOR: MAURICIO DIAZ
1738 WEST 72 STREET
HIALEAH, FL 33014

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:

Cancel the Stock Certificates Number: 13; 14; 15; 16; 17 and 18.

The new distribution of Shareholders should be as follow:

Alvaro Saenz	President	50%
Jorge Clement	Secretary	40%
Raul Alba	Vice President/Treasurer	10%

THIRD: The date of each amendment's adoption: February 9th, 2004



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 9 day of February, 2004.

Signature _____

(By the chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Alvaro Saenz

Typed or printed name

President.

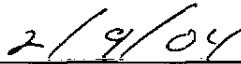
Title



I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS VICE PRESIDENT/TREASURER OF THE ABOVE SAID CORPORATION AND I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



ALBA ACCOUNTING SERVICE, INC.
RAUL ALBA / PRESIDENT



DATE