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REA HOLDNGS, INC.

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ARTICLES OF AMENDMENT FOR REA HOLDINGS, INC.

I. NAME OF THE CORPORATION

The name of the corporation is: REA Holdings, Inc.

II. TEXT OF AMENDMENT ADOPTED

The text of the amendment adopted is:

- A. The names of each person who is to serve as a member of the board of directors is:

Roberto Pinero, Sr. - D/P/VE/S/T

- B. All other persons previously listed as directors or officers are hereby removed and deleted.

III. DATE AMENDMENT ADOPTED

The date the amendment was adopted is: July 3, 2006.

IV. PRINCIPAL ADDRESS

The principal address of the corporation is:

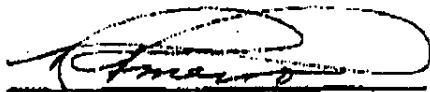
2333 Brickell Avenue, #705, Miami, FL 33129

V. AMENDMENT APPROVAL

The foregoing amendment to the Articles of Incorporation was made and approved

by the Board of Directors, and executed by the President on July 3, 2006.

For: REA HOLDINGS, INC.



ROBERTO PINERO, SR.
President/Director

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